REPORT ON THE ECONOMIC POSITION: THE FINANCIAL YEAR 2024

OVERALL ASSESSMENT FROM THE MANAGEMENT'S VIEW: FINANCIAL YEAR 2024

We achieved our financial targets for the financial year 2024: The Group generated an increase in revenues of EUR 65 million to EUR 3,918 million and adjusted EBITDA of EUR 557 million (previous year: EUR 578 million). Net financial debt at the end of the year was also in line with expectations for 2024 and decreased slightly. This is not least the result of our consistent cost and cash flow management, which is aimed at strengthening our profitability and opening up headroom for investments – particularly in local and live programming content.

At the same time, we are making important progress in implementing our strategy despite the difficult economic environment. In 2024, we focused even more clearly on the Entertainment business with the streaming platform Joyn. As a result, we are strategically well positioned to turn the opportunities of digitalization into growth. Joyn is developing very dynamically, which is reflected in the year-on-year increase in Digital & Smart advertising revenues. At the same time, we are pleased with the growth in large parts of the Commerce & Ventures segment. These growth figures are in contrast to the overall economic development in Germany.

The economy and, in particular, private consumption, which is crucial for our TV advertising business, have not been as positive as expected at the beginning of the year. While the TV advertising business was characterized by a challenging and highly competitive environment, the Dating & Video segment also performed below the previous year. This makes it all the more important to establish processes that are clearly geared towards digital transformation and create a competitive cost and cash flow basis.

GROUP ENVIRONMENT

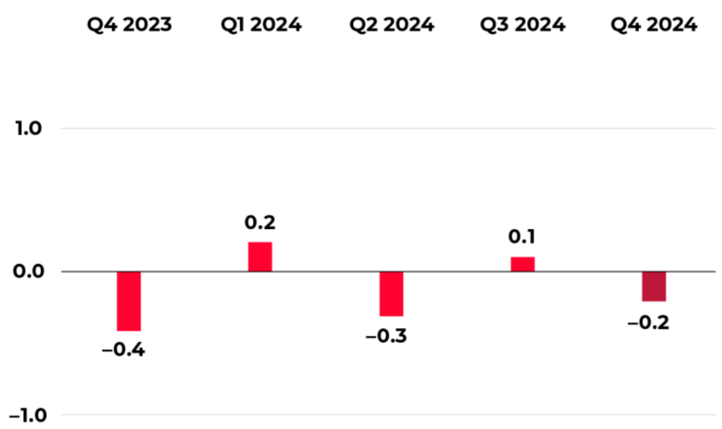
DEVELOPMENT OF ECONOMY AND ADVERTISING MARKET

In 2024, the **global economy** remained on course for moderate expansion. The continued strong growth in the USA compensated for the muted recovery in many industrialized countries, particularly in Western Europe and China. The International Monetary Fund (IMF, January 2024) expects stable but subdued growth of 3.2% in real terms for the year as a whole after 3.3% growth in real terms in 2023. The **eurozone** is expected to have grown by 0.8% in real terms in 2024 according to the IMF (2023: +0.4 %).

The **German economy** lagged significantly behind global economic growth and stagnated: After gross domestic product had already contracted by 0.3% in real terms in 2023 according to Destatis, economic output decreased by 0.2% in 2024 (January 2025). Industry and the export sector in particular are under pressure, not least due to structural adjustment problems. These include the high energy prices by international comparison, the requirements of decarbonization, and the consequences of demographic change.

At the same time, private consumption provided less impetus for growth than economists had hoped for during the year: Although private consumer spending increased by 0.3% in real terms over the year as a whole (Destatis, January 2025), the Joint Economic Forecast experts had still predicted growth of 0.9% in real terms in the spring. Economic and geopolitical uncertainties as well as increasingly unfavorable news from the labor market dampened the consumer sentiment. However, positive signals have recently come from the retail sector. According to a preliminary report from the Federal Statistical Office of Germany in January 2025, revenues increased in the second half of 2024 by 2.6% in real terms compared to the previous year, after falling by 0.5% in the first half of the year.
→ Future Business and Industry Environment

DEVELOPMENT OF GROSS DOMESTIC PRODUCT IN GERMANY IN %, CHANGE VS. PREVIOUS QUARTER



Chained, adjusted for price, seasonal and calendar effects. Source: Federal Statistical Office (Destatis), press release dated January 30, 2025.

The economic situation is reflected in the development of the advertising market, which correlates very sensitively and closely with private consumer spending. According to data from Nielsen Media, gross investments in TV advertising increased by 5.2% over the year to EUR 17.41 billion (previous year: EUR 16.55 billion). In the fourth quarter, however, TV advertising investment decreased by 2.8% to EUR 5.77 billion (previous year: EUR 5.94 billion). According to Nielsen Media, ProSiebenSat.1 Group's TV advertising revenues also reflect this trend: While TV advertising investments increased by 2.7% to EUR 6.06 billion gross in 2024 (previous year: EUR 5.90 billion), ProSiebenSat.1 recorded a decline of 5.0% to EUR 2.11 billion in the fourth quarter (previous year: EUR 2.22 billion). This resulted in a market share of 34.8% over the year (previous year: 35.6%) and 36.5% (previous year: 37.4%) for the fourth quarter. The development of ProSiebenSat.1's market share in Germany is partly due to the European Football Championship and the Summer Olympic Games.

There are also structural effects. According to the latest forecast by the German Advertising Federation (Zentralverband der deutschen Werbewirtschaft – 'ZAW'), the total volume of the advertising market is likely to have grown by 2.9% over the year. However, the disproportionately high growth of digital advertising compared to traditional linear TV advertising remains the decisive factor for the relatively positive development of the advertising market in the context of the overall economic situation. This trend is also reflected in the forecasts published in December by media agencies ZenithOptimedia and Magna Global for 2024: Whereas total advertising spending in Germany increased by 6.1% and 6.4%, respectively, due to the dynamic growth rates of online advertising, investment in TV advertising is likely to be down on the previous year by 1.6% and 0.2%, respectively. We assume that the TV advertising market developed negatively on a net basis in the third quarter after a solid first half of the year and remained below the previous year's level in the fourth quarter. This also results in a slight decrease for the full year.

» INFORMATION

The gross advertising investments collected by Nielsen Media are important indicators for evaluating the development of the advertising market. They are based on the official price lists before the deduction of discounts, advertising and agency commisiions. The figures also include TV commercials from media-for-revenue and media-for-equity transactions. Since the advertising revenues of large US digital groups, such as Google LLC ("Google"), are not reflected in the Nielsen figures, they do not represent the total gross advertising market. Due to the high level of discounts on list prices that are common in the market, actual advertising spending and the associated revenues of the advertising industry are significantly lower than the gross values.

By selling in-stream video ads, which are shown online before, after, or during a video stream, ProSiebenSat.1 Group generated gross revenues according to Nielsen Media of EUR 752.7 million in the full year (previous year: EUR 572.5 million). The Group is thus significantly expanding its market position and is growing faster than the market with an increase of 31.5%. The market volume for advertising budgets in in-stream video ads in Germany increased by 5.7% to EUR 1.35 billion gross (previous year: EUR 1.28 billion). Nielsen Media's data does not include global platform providers such as Google and Meta Platforms, Inc. ("Meta")/Facebook.

Despite declining reach, linear TV continues to have the greatest advertising relevance: Combined with the highest advertising expenditure, TV achieves an average return on investment (ROI) of 4.2 and thus delivers the highest additional revenue that is directly stimulated by advertising. This makes TV by far the most important revenue driver for advertisers. This is the result of a recent study conducted by Omnicom Media Group Germany bynd on behalf of Seven.One Media GmbH ("Seven.One Media"). The relevance of TV advertising is also reflected in Nielsen Media's advertising market data for the German market: 48.1% of gross advertising investment went to TV advertising in 2024 (previous year: 48.0%).

TV ADVERTISING MARKETS IN GERMANY, AUSTRIA AND SWITZERLAND ON A GROSS BASIS

in %

	Development of the TV advertising market in Q4 2024 (Change against previous year)	Development of the TV advertising market in 2024 (Change against previous year)
Germany	−2.8	+5.2
Austria	+5.2	+7.1
Switzerland	−6.0	−1.0

	Market shares ProSiebenSat.1 Group Q4 2024	Market shares ProSiebenSat.1 Group Q4 2023	**Market shares ProSiebenSat.1 Group 2024**	Market shares ProSiebenSat.1 Group 2023
Germany	36.5	37.4	34.8	35.6
Austria	44.9	42.7	42.6	41.4
Switzerland	24.9	25.1	26.7	26.2

Germany: January–December, gross, Nielsen Media.
Austria: January–December, gross, Media Focus.
Switzerland: January–December, the advertising market shares relate to the German-speaking part of Switzerland, gross, Media Focus.

DEVELOPMENT OF PROSIEBENSAT.1 GROUP'S RELEVANT MARKET ENVIRONMENTS

Entertainment

The media landscape is changing rapidly and dynamically. In addition to technological innovations and increasingly digital usage, social developments are shaping the way media is used.. According to current industry studies, the following key developments are emerging for the German market in terms of media usage behavior: Although TV reach and usage time has been declining for several years, especially in the younger target groups, it still accounts for a large part of the total media usage time overall. While TV is still the medium with the highest reach, usage time and advertising impact, the traditional subscription model in the streaming sector (subscription video-on-demand, "SVoD") in particular is reaching its saturation limits. Ad-financed streaming and podcasts, on the other hand, continue to grow.

This is the conclusion drawn in the "Media Activity Guide 2024", among others, which takes stock of media usage in Germany and is conducted on an annual basis by forsa. Gesellschaft für Sozialforschung und statistische Analysen mbH ("forsa.") on behalf of Seven.One Media. On average, people in Germany between the ages of 14 and 69 watch around three hours of television every day. This means: TV accounts for about one-third of daily media usage, which constitutes the majority. According to the "Media Consumer Survey 2024" conducted by Deloitte GmbH Wirtschaftsprüfungsgesellschaft ("Deloitte"), television continues to score points with its live character and convenient use as a "secondary medium".

At the same time, podcasts can continue their dynamic growth: Half of Germans now listen to podcasts at least occasionally – twice as many as five years ago. In parallel, the usage time is increasing, almost doubling in 2024 compared to the previous year, and is now around 10 minutes a day for 14- to 69-year-olds. In the younger target group of 14- to 29-year-olds, podcasts already reach 69%. In this age group, the usage time is 13 minutes per day. The trend also shows that the formerly very young medium of podcasts is gradually being used more widely and is increasingly reaching middle-aged and elderly individuals. This makes podcasts increasingly attractive as an advertising medium.

Although the use and acceptance of digital services continues to rise, companies are finding it increasingly difficult to increase consumers' willingness to pay for digital products and services, according to the "German Entertainment & Media Outlook 2024-2028" study conducted by

PricewaterhouseCoopers GmbH Wirtschaftsprüfungsgesellschaft ("PwC"). This development is confirmed by the Media Activity Guide, according to which the usage time of SVoD offers has been approaching a saturation threshold of about 35 minutes a day in the target group of 14- to 69-year-olds for almost one and a half years.

The usage time of ad-financed on-demand services such as media libraries, YouTube or social media videos, on the other hand, is increasing, according to the Media Activity Guide. It is now 60 minutes a day (previous year: 54 minutes a day) among 14- to 69-year-olds. Social media platforms are increasingly evolving into video channels. Over 58% of the usage time now consists of video content. However, social media platforms as well as YouTube are only used to a small extent on the big screen – unlike media libraries.

The importance of the big screen in the digital age, not only for media use, but also in terms of relevance with regard to advertising impact and brand building, is backed up by various market research studies. For example, the "Into the Wild" study by Screenforce, the initiative of TV marketers in Germany, Austria and Switzerland for television and video content, shows how closely advertising recall is related to the usage situation, with relaxed, lean-back usage with full-screen coverage offering the best conditions for impact. A longer viewing time of advertising on the big screen leads to a high advertising and detail recall.

While the relevance of the big screen is still high, it is becoming increasingly less important for people whether television is provided via the traditional cable or satellite connection or via a streamed service such as Joyn. However, streaming services offer a decisive advantage – they can be used regardless of location and time. In addition, there is a financial aspect: With the abolition of the "service charge privilege" as of July 1, 2024, i.e. the requirement to use a specific cable TV provider stipulated in the rental contract, Joyn offers a free alternative to the conventional cable network.

We have aligned our portfolio with these structural developments in media usage. At the same time, we are reacting to the competitive situation in our programming: In the course of digitalization and the offerings from multinational streaming platforms, content with a local character as well as live broadcasts are becoming an increasingly important differentiating feature. That is why we focus our programming strategy on local and live content across all genres. Examples of this are formats such as "Germany's Next Topmodel – by Heidi Klum" and "Wer stiehlt mir die Show?" (Stealing the Show). In 2024, they achieved market shares above the channel average, with 14% and 13.3% respectively in prime time (average market share of 20- to 59-year-old viewers). In addition to shows, ”SAT.1 Frühstücksfernsehen (SAT.1 Breakfast TV) scored an average market share of 13.8% among 20- to 59-year-olds. In addition, the Joko & Klaas program day with live content, following the anniversary episode "Joko & Klaas gegen ProSieben" (Beat the Channel), achieved a high market share of 10.2% on average among 20- to 59-year-olds.

This programming strategy is also successful on the digital platforms. For example, "Germany's Next Topmodel – by Heidi Klum" recorded 506 million video views across all digital platforms during the season, with the format achieving 30% more video views on Joyn compared to the previous season. Other examples of the success of local program content on Joyn are the formats "Promi Big Brother" and "Big Brother" as well as the SAT.1 series "Die Landarztpraxis" (The country doctor’s office) and "Die Spreewaldklinik" (Spree Forest Clinic). Joyn's monthly video users increased to a total of 7.1 million (+44% compared to the previous year) and the viewing time on an annual basis increased to 40.2 billion minutes (+36% compared to the previous year). In the fourth quarter, Joyn recorded an increase of 25% to 7.9 million monthly video users, and the viewing time increased to a total of 12.3 billion minutes (+40% compared to the same period last year).

ProSiebenSat.1 stands for attractive entertainment with a high proportion of local and live content. At the same time, the Group has expanded its programming initiatives in the News area. Nevertheless, the ProSiebenSat.1 stations in the German market recorded a decline in audience share in the target group of 20- to 59-year-olds: For the year, the combined market share was 20%

(previous year: 21.4%) and in the fourth quarter it was 20.9% (previous year: 21.3%). In prime time, which is particularly relevant for the advertising market, the combined audience share of ProSiebenSat.1 stations amounted to 19.4% in 2024 (previous year: 20.9%). This development in 2024 is due in particular to the strong competition from the European Football Championship and the Olympic Games on the public broadcaster channels in the summer months as well as to RTL's extensive football offering. At the same time, we recognize that the long-term appeal of some of our established formats is gradually dwindling as viewer interests change. This makes it all the more important that we focus more on local and live content in order to strengthen viewer loyalty.

AUDIENCE SHARES OF PROSIEBENSAT.1 STATIONS IN GERMANY, AUSTRIA AND SWITZERLAND

in %

	Audience shares Q4 2024	Audience shares Q4 2023	**Audience shares 2024**	Audience shares 2023
Germany	20.9	21.3	20.0	21.4
Austria	26.3	25.0	24.8	25.9
Switzerland	17.1	16.1	15.1	16.2

Germany: A 20–59; ProSiebenSat.1 Group: SAT.1, ProSieben, Kabel Eins, sixx, SAT.1 GOLD, ProSieben MAXX, Kabel Eins Doku; sources: AGF Videoforschung; AGF SCOPE 1.7; January 1, 2023–June 30, 2024; market standard: TV; evaluation type TV time interval; product-related. In the analysis of audience shares in Germany, ProSiebenSat.1 uses the advertising-relevant target group of viewers aged 20 to 59 since 2024; previously, the focus was on the 14- to 49-year-old target group.
Austria: A 12–49; SAT.1 Österreich, ProSieben Austria, Kabel Eins Austria, PULS 4, sixx Austria, ProSieben MAXX Austria, SAT.1 Gold Österreich, Kabel Eins Doku Österreich, ATV + ATV 2, PULS 24; sources: AGTT/GfK TELETEST; Evogenius Reporting; January 1, 2023–December 31, 2024; weighted for number of people; including VOSDAL/time shift; standard.
Switzerland: Figures are based on 24 hours (Mon–Sun), all platforms, overnight +7. SAT.1 Schweiz, ProSieben Schweiz, Kabel Eins Schweiz, sixx Schweiz, SAT.1 Gold Schweiz, ProSieben MAXX Schweiz, Puls 8; advertising-relevant target group: 15- to 49-year-olds; D-CH; total signal; source: Mediapulse TV Data; January 1, 2023–December 31, 2024.

» INFORMATION

In view of demographic shifts and structural changes in media usage behavior, ProSiebenSat.1 adjusted the definition of its target group at the start of 2024 in order to better reflect TV usage: Since then, ProSiebenSat.1 has been using the advertising-relevant target group of 20- to 59-year-old viewers when looking at audience shares in Germany.

→ Planning and Management → Company Outlook

Digitalization is opening up additional opportunities for us to strengthen our reach and diversify our revenue profile. In the area of distribution, ProSiebenSat.1 participates in the technical activation fees that end customers pay to the respective providers for programs in HD quality. In this context, we renewed our contractual agreements with Deutsche Telekom AG ("Deutsche Telekom") and Sky Deutschland Fernsehen GmbH & Co. KG ("Sky") in 2024, which means that Joyn is now automatically integrated on both Magenta TV and Sky Stream as well as all Sky Q receivers. HD usage has been increasing continuously for several years. In Germany, ProSiebenSat.1 Group's HD channels recorded 13.9 million users in the reporting period, equating to 7.6% growth compared to the previous year. In 2023, about 93% of the total of 36 million TV households in Germany received television in HD; In 2024, this proportion is likely to have risen further.

Another example of how ProSiebenSat.1 serves new user interests and generates revenues beyond traditional video advertising is the marketing of podcasts. Our portfolio of Seven.One Audio includes podcasts from a wide variety of categories, with almost half of them ranked among the top 50 podcasts in Germany according to Arbeitsgemeinschaft Media-Analyse (agma). Examples are "Baywatch Berlin" or the true crime hits "Mordlust" (Lust For Murder) and "Mord auf Ex" (Murder on Ex). The podcast market is developing dynamically, with Seven.One Audio's podcasts achieving an average of almost 48 million accesses or downloads per month in 2024.

Commerce & Ventures

An increasing number of Germans are shopping online, with every third person ordering at least once a week at the click of a mouse. This is the conclusion reached by Bundesverband E-Commerce und Versandhandel Deutschland e.V. (bevh). Surveys like this show that online shopping is becoming increasingly popular and is an integral part of everyday life. At the same time, consumers are increasingly attaching importance to products that are manufactured in a resource-saving way and have a positive social or ecological impact. This preference in purchasing behavior and the importance of sustainable consumption is also confirmed by the joint study by REWE Group, GfK Consumer Panel Services and the German Sustainability Award Foundation. In addition, online portals with a high consumer focus in particular benefit from TV advertising as a growth lever. This correlation is shown, for example, by the current data of the Media Activity Guide: Around half of those surveyed say they shop online while watching TV. It is equally popular for people to research products that have been shown in TV shows (48%) or in TV advertising (44%). Consequently, television acts as a direct source of inspiration here.

With our Commerce & Ventures portfolio, we make targeted use of these trends in consumer behavior: Our investment strategy focuses on sustainable companies and in particular start-ups from the food industry whose products are suited for sales in the high-reach and emotionally powerful medium of TV. In 2024, for example, SevenVentures GmbH ("SevenVentures") invested in Formo Bio GmbH ("Formo"), an innovative food start-up, via a media-for-equity investment. Through this collaboration, SevenVentures will become a long-term strategic media partner of the company, which has launched the world's first vegan cheese based on koji proteins. At the same time, we have expanded our existing strategic minority investment in KoRo Handels GmbH ("KoRo") by participating in the company's current financing round. KoRo offers vegan and vegetarian food primarily via its own e-commerce platform.

With ProSiebenSat.1 supporting e-commerce companies at various stages of growth, the Group can raise awareness of its brands via advertising and, in particular, use media-for-equity and media-for-revenue deals to expand into digital consumer markets without large amounts of cash. A large part of the commerce portfolio is dependent on the overall economic development. On the one hand, this applies to the financial strength of the partner companies and the investment opportunities that arise. On the other hand, private consumption is relevant for the business performance of the portfolio companies. This was once again clearly evident in 2024, with the sectors diverging significantly and the Commerce & Ventures segment growing overall. Despite general consumer restraint, flaconi in particular gained momentum. This reflects the trend that premium and luxury beauty and personal care offerings in particular are benefiting from the fact that more and more people are ordering online. With its clear focus on beauty products, flaconi is well positioned to convert this trend into dynamic growth and it strengthened its market position in 2024.
→ Future Business and Industry Environment

At the same time, the market environment of the online comparison portal Verivox remained stable after the easing on the energy markets. Verivox benefited from this in 2024. In addition, the optimization of service options across Verivox's portfolio had a positive impact on revenue growth.

Dating & Video

In the **Dating & Video** segment, we have a wide product range in the online dating and social entertainment market with the platforms of ParshipMeet Group. ParshipMeet Group is widely diversified thanks to its offerings for diverse target groups and in terms of its revenue sources and geographical presence: The Group comprises nine consumer brands and is present on four continents. The Group generates around two-thirds of its revenues outside of the German-speaking region (Germany, Austria and Switzerland). Accordingly, the factors influencing business performance are also extremely diverse: This includes macroeconomic developments, with private consumption being particularly relevant, as well as legal changes and a high level of competition. In addition, there are technological and social trends that can change the user behavior and influence the business situation.

Online dating is the largest revenue driver in the Dating & Video segment. According to a study by New Street Research LLP from March 2023, the total market for online dating worldwide is estimated to be worth around USD 9.6 billion (previous year: USD 8.9 billion), of which USD 5.5 billion (previous year: USD 5 billion) is attributable to Europe and North America ("New Street Research"). Online dating is firmly established, especially among the younger target group. Around 70% of 16- to 29-year-olds and also around 70% in the 30- to 49-year-old age group have experience in online dating. This was demonstrated by a survey conducted by Bitkom Servicegesellschaft mbH ("Bitkom Research") for the German market in 2024.
→ Sustainability → Future Business and Industry Environment

At the same time, the challenges have increased recently, with the competitive environment intensifying, not least due to the economic situation. In addition, there has been a significant change in user behavior, such as a lack of commitment and superficiality of contacts. In this context, the use of AI is gaining in importance. Legal changes, such as the recent Fair Consumer Contracts Act (Gesetz für faire Verbraucherverträge), are also having an impact on the business situation in the Dating & Video segment. The legislation came into force in Germany in 2022 and provides for stricter regulations for contracts with longer terms.

COMPARISON OF ACTUAL AND PROJECTED BUSINESS PERFORMANCE FOR THE GROUP

ProSiebenSat.1 Group published its Annual Report for the year 2023 on March 7, 2024 and targeted Group revenues in the range of EUR 3.95 billion plus/minus EUR 150 million in its Company Outlook for the financial year 2024. The expectation for adjusted EBITDA was EUR 575 million plus/minus EUR 50 million. The Group also assumed that adjusted net income would be around the previous year's level of EUR 225 million. ProSiebenSat.1's adjusted net income is largely determined by the development of adjusted EBITDA; this indicator is also influenced by the financial result and income taxes. Adjusted operating free cash flow is the Group's relevant cash flow performance indicator and is also based on the development of adjusted EBITDA. ProSiebenSat.1 assumed that adjusted operating free cash flow – for reasons of comparability adjusted for the change in investments in relation to the construction of the new campus at the premises in Unterföhring – will be in a double-digit million euro amount above the previous year's figure of EUR 260 million. At the same time, the Group assumed that – assuming stable development of adjusted EBITDA and higher investments in programming content – the leverage ratio would be between 2.5x and 3.0x at the end of 2024 (December 31, 2023: 2.7x).

The most important planning assumption for ProSiebenSat.1 is the development of the economic situation in Germany, as the advertising market in particular correlates very closely with private consumption. Assuming a positive economic and consumer climate, the Group assumed growth in Entertainment advertising revenues in the German-speaking region (Germany, Austria, and Switzerland) at the beginning of 2024: With Group revenues at the mid-point of the target range, ProSiebenSat.1 expected Entertainment advertising revenues in the German-speaking region to grow by around 2%.

However, the German economy and, in particular, private consumption, which is relevant for the TV advertising business, did not develop as positively over the course of the year as the economic research institutes had originally forecast. Against this backdrop, our TV advertising revenues were down on the previous year from the third quarter onwards after a solid first half of the year. With the publication of the quarterly figures on November 14, 2024, ProSiebenSat.1 Group nevertheless confirmed its forecast for the year, as the Commerce & Ventures segment grew dynamically both in the third quarter and on a nine-month basis.
→ Development of Economy and Advertising Market

Although the Group had confirmed the ranges for its annual targets for revenues and adjusted EBITDA with the publication of the quarterly figures on November 14, 2024, ProSiebenSat.1 has since expected adjusted EBITDA to be below EUR 575 million due to the increasingly gloomy development of the TV advertising market. This is due to the fact that the TV advertising business is characterized by a high profit margin - but is also very sensitive to the economy and pro-cyclical. The annual forecast for Group revenues remained unchanged at EUR 3.95 billion with a variance of plus/minus EUR 150 million.

In 2024, ProSiebenSat.1 Group generated Group revenues of EUR 3.92 billion. Adjusted EBITDA amounted to EUR 557 million. The figures are therefore in line with our expectations, even though advertising revenues in the fourth quarter, which is important for the TV business, were down on the previous year. The annual figures for all other financial performance indicators are also in line with expectations.

The development of audience shares in Germany is ProSiebenSat.1 Group's key non-financial performance indicator – here the Group expected to at least confirm its market position. In 2024, the ProSiebenSat.1 stations' audience share in the target group of 20- to 59-year-olds in Germany was 20.0 percent, down 1.4 percentage points on the previous year. This reflects, among other things, the stronger than expected market shares achieved by our competitors as a result of broadcasting the European Football Championship and the Olympic Games. At the same time, we recognize that the long-term appeal of some of our established formats is gradually dwindling as viewer interests change. This makes it all the more important that we focus more on local and live content in order to strengthen viewer loyalty. The Group therefore increased its programming expenses in 2024, although not by the originally announced total of EUR 80 million. They increased by EUR 40 million to EUR 987 million over the course of the year.

→ Development of ProSiebenSat.1 Group's Relevant Market Environments → Planning and Management

SIGNIFICANT EVENTS

Personnel Changes on the Executive Board

On March 18, 2024, the Supervisory Board of ProSiebenSat.1 Media SE appointed Austrian Media Manager Markus Breitenecker to the Executive Board with effect from April 1, 2024. Together with CEO Bert Habets (Group CEO), he is responsible for the operational management of the Entertainment division as Chief Operating Officer (COO). His focus is on streaming and digital platforms. In addition, he is responsible for the country activities in Switzerland and Austria. The Group is thus strengthening its clear strategic focus on the entertainment sector within the Executive Board as well.

Markus Breitenecker had previously headed the business of ProSiebenSat.1 Group in Austria. During his many years of work for the Group, he grew ProSiebenSat.1 PULS4 into the largest private television group and Joyn into the largest streaming platform in Austria.

After more than five years with the company, including four years as a member of the Executive Board, Christine Scheffler resigned from the Executive Board on March 31, 2024 by mutual agreement due to differences of opinion regarding the next steps in the Company's positioning. As of April 1, 2024, the Executive Board of ProSiebenSat.1 Media SE has thus consisted of Bert Habets (Group CEO), Martin Mildner (Group CFO) and Markus Breitenecker (COO).

Annual General Meeting for the 2023 Financial Year and Personnel Changes on the Supervisory Board

On April 30, 2024, the Annual General Meeting of ProSiebenSat.1 Media SE for the 2023 financial year was held. The attendance was 63.5% of the share capital, 5.5 percentage points higher than in the previous year. The Annual General Meeting was again held virtually.

In accordance with the proposals of the Executive Board and Supervisory Board, the Annual General Meeting resolved to pay out a dividend of EUR 0.05 per share to eligible shareholders for the financial year 2023. The dividend was paid on May 6, 2024.

The request for an addition to the agenda by MFE-MEDIAFOREUROPE N.V. ("MFE") in preparation for the demerger of the parts of the company that do not belong to the Entertainment segment (Commerce & Ventures and Dating & Video segments) did not achieve the required qualified majority of 75% of the share capital represented during the vote. With their decision, the shareholders followed the recommendations of the Executive Board and the Supervisory Board, thus confirming the Company's strategy. In addition to concentrating on the core business of entertainment, this includes the value-maximizing sale of individual investments in the digital portfolio.

The Annual General Meeting approved MFE's request for an addition to the agenda regarding changes to the articles of incorporation, with regard to certain transactions of the Executive Board requiring approval and to cancel the Authorized Capital 2021, with the required simple majority of the votes cast. MFE's request for an addition to the agenda for the creation of new Authorized Capital 2024, on the other hand, did not achieve the necessary majority due to the requirement of a qualified majority of 75% of the share capital represented during the vote.
→ Takeover-Related Disclosures

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 basic capital represented at the resolution.

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 Management proposed new appointment of the expiring Supervisory Board mandates of Marjorie Kaplan and Ketan Mehta, 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 a nomination by PPF and Leopoldo Attolico was elected on the basis of a nomination by MFE. Prof. Dr. Rolf Nonnenmacher, member of the Supervisory Board and Chairman of the Audit and Finance Committee, was also 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.
→ www.prosiebensat1.com/en/about-prosiebensat1/who-we-are/supervisory-board

The first meeting of the Supervisory Board of ProSiebenSat.1 Media SE took place on May 13, 2024, following the Annual General Meeting on April 30, 2024. At this first meeting after the new election of the Supervisory Board, Prof. Dr. Cai-Nicolas Ziegler was elected Deputy Chairman of the Supervisory Board. In addition, Simone Scettri was elected Chair of the Audit and Finance Committee (AFC) and Dr. Katrin Burkhardt Deputy Chair of the AFC.
→ www.prosiebensat1.com/en/about-prosiebensat1/who-we-are/supervisory-board

Information on the Matter of German Payment Services Supervision Act

In its annual reports for 2022 and 2023, ProSiebenSat.1 Group reported in detail on the business activities of Jochen Schweizer GmbH ("Jochen Schweizer") and mydays GmbH ("mydays") with regard to the Payment Services Supervision Act (Zahlungsdiensteaufsichtsgesetz – 'ZAG') and the related processes. In 2024, the Munich I Public Prosecutor's Office has transferred the previous observation process into a formal investigation concerning the reported matter.

In November 2024, the Munich I Public Prosecutor's Office and the Munich District Court imposed corporate fines totaling EUR 3.9 million on ProSiebenSat.1 Media SE, Jochen Schweizer and mydays for violations of the ZAG, which they accepted. The Group companies concerned have cooperated extensively with the Public Prosecutor's Office and have continuously shared the results of their own investigation with it.

With the payment of the fines in January 2025, the proceedings for all affected Group companies have been concluded.
→ www.prosiebensat1.com/en/investor-relations/presentations-events/annual-general-meeting → Annual Report 2023, "Significant Events" → Annual Report 2023, "Risk Report" → Financial Performance of the Group → Group Financial Position and Liquidity

Explanatory Notes on Debt Financing Instruments

ProSiebenSat.1 Group uses various debt financing instruments and practices active financial management. In this context, in April 2024, the Group extended the majority of the syndicated loan tranche, which was previously due in April 2026, by a further year until April 2027, amounting to EUR 353 million. The remaining part of this loan tranche of EUR 47 million remains due unchanged in April 2026.

Impairment Losses on Goodwill

In the Dating & Video segment, challenges have grown, the market situation has deteriorated significantly, and the user behavior of the relevant target groups is changing. Against this background, non-cash impairment losses on goodwill totaling EUR 386 million were recognized in the fourth quarter of 2024. These have no impact on adjusted net income.
→ Group Earnings

GROUP EARNINGS

REVENUES

In the financial year 2024, ProSiebenSat.1 Group recorded **Group revenues** of EUR 3,918 million, an increase of 2% (previous year: EUR 3,852 million). Adjusted for currency effects and portfolio changes, the revenue increase was EUR 78 million or also 2%.

The development of the Group's revenues reflects the challenging overall economic situation. This is particularly evident in the TV advertising business, as companies' willingness to invest correlates very closely with private consumption. Both factors were characterized by restraint due to the macroeconomic environment. In addition, revenues in the Dating & Video segment declined in a difficult and highly competitive economic environment.
→ Development of ProSiebenSat.1 Group's Relevant Market Environments

In contrast to the linear advertising business, Digital & Smart advertising revenues in the German-speaking region grew significantly, reflecting the high advertising demand for Joyn in particular. Overall, ProSiebenSat.1 generated 46% of its revenues from the sale of advertising time in the German-speaking region (previous year: 48%). At the same time, large parts of the Commerce & Ventures segment - and Verivox and flaconi in particular - recorded significant growth. Against this background, the segment's revenues rose to around EUR 1 billion for the first time, which corresponds to a 26% share of Group revenues (previous year: 22%). In detail the revenue breakdown is as follows:

REVENUE SHARE BY SEGMENT

	2024	2023
Entertainment	**65%**	**67%**
Advertising revenues DACH[1]	46%	48%
Other Entertainment revenues	19%	19%
Commerce & Ventures	**26%**	**22%**
Dating & Video	**10%**	**11%**

1 DACH = German-speaking region (Germany, Austria, Switzerland).

EXTERNAL REVENUES

in EUR m

	Entertainment		Commerce & Ventures		Dating & Video		**Total Group**	
	2024	2023	**2024**	2023	**2024**	2023	**2024**	2023
Advertising revenues	**2,055**	**2,116**	**117**	**107**	**—**	**—**	**2,172**	**2,224**
DACH[1]	1,784	1,853	117	107	—	—	1,900	1,960
thereof TV	1,472	1,555	—	—	—	—	1,472	1,555
thereof Digital & Smart	312	298	—	—	—	—	312	298
Rest of the world	272	264	—	—	—	—	272	264
Distribution	**208**	**186**	**—**	**—**	**—**	**—**	**208**	**186**
Content	**155**	**158**	**—**	**—**	**—**	**—**	**155**	**158**
Digital Platform & Commerce	**—**	**—**	**885**	**734**	**—**	**—**	**885**	**734**
Consumer Advice	—	—	293	261	—	—	293	261
Experiences	—	—	77	68	—	—	77	68
Beauty & Lifestyle	—	—	515	404	—	—	515	404
Dating & Video	**—**	**—**	**—**	**—**	**375**	**434**	**375**	**434**
Dating	—	—	—	—	207	245	207	245
Video	—	—	—	—	169	188	169	188
Other revenues	**118**	**114**	**3**	**3**	**—**	**—**	**122**	**117**
Total	**2,537**	**2,574**	**1,005**	**844**	**375**	**434**	**3,918**	**3,852**

1 DACH = German-speaking region (Germany, Austria, Switzerland).

External revenues in the **Entertainment** segment amounted to EUR 2,537 million in the financial year 2024 and were thus 1% or EUR 38 million below the previous year's figure. This reflects the market environment. The German economy and, in particular, private consumption, which is relevant for our advertising business, did not develop as positively as the institutes had forecast at the beginning of the year. After a solid nine-month period, revenues in the fourth quarter, which is important for the TV advertising business, were significantly down on the previous year.

→ Development of ProSiebenSat.1 Group's Relevant Market Environments

While TV advertising revenues declined in the financial year 2024, Digital & Smart advertising revenues in the German-speaking region recorded an increase. Joyn once again grew dynamically. The streaming platform recorded a 36% increase in AVoD (Advertising-Video-on-Demand) revenues, while SVoD (Subscription-Video-on-Demand) revenues, which are reported under other revenues, increased by 21%. Overall, revenues in the German-speaking region from Digital & Smart advertising offerings grew by 5%, while total advertising revenues decreased by 3%. This development confirms the focus on Joyn as an ad-financed streaming model and the expansion of our digital entertainment portfolio. Distribution revenues also recorded an increase of 12%. In addition to cooperation agreements, for example, with Deutsche Telekom and Sky, higher HD usage contributed to growth. Through distribution, the Group diversifies its revenue profile and generates revenues independent of the advertising market development.

→ Development of ProSiebenSat.1 Group's Relevant Market Environments

The **Commerce & Ventures** segment recorded dynamic growth in 2024: The segment's **external revenues** increased by 19% to EUR 1,005 million (previous year: EUR 844 million). Adjusted for currency effects and portfolio changes, growth amounted to 21%. The most important revenue driver was the beauty and lifestyle business with flaconi, which continued to grow significantly despite ongoing consumer restraint. Verivox also continued its revenue growth in a stable market environment. Revenues in Jochen Schweizer mydays' experience and leisure business (Experiences) also recorded double-digit growth in the financial year 2024. Despite the difficult advertising market environment, revenues from SevenVentures' media-for-revenue and media-for-equity business also grew.

External revenues in the **Dating & Video** segment amounted to EUR 375 million. This is a decrease of 13% or EUR 58 million compared to the previous year. Revenues in the Dating segment fell by 16% or EUR 38 million, while revenues in the Video segment decreased by 10% or EUR 20 million. This development is attributable to the challenging competitive environment, in addition to consumer restraint.

→ Development of ProSiebenSat.1 Group's Relevant Market Environments

ADJUSTED EBITDA

Adjusted EBITDA amounted to EUR 557 million, a decrease of 4% or EUR 21 million compared to the previous year. Adjusted for currency effects and portfolio changes, the figure was down by EUR 26 million or also 4%.

Adjusted EBITDA in the **Entertainment** segment decreased by 12% or EUR 57 million to EUR 416 Mio Euro. The decline in earnings reflects the industry environment and, in particular, the close correlation between consumer restraint and TV advertising customers' restrained investments. In the fourth quarter in particular, the high-margin but also very cyclically sensitive TV advertising business was adversely affected. In order to strengthen its reach and in particular the growth of Joyn, the Group also invested more heavily in its programming. In this context, programming expenses increased by 4% to EUR 987 million (previous year: EUR 948 million) year-on-year.

The **Commerce & Ventures** segment grew very profitably: **adjusted EBITDA** almost doubled in the financial year 2024 and increased to EUR 106 Mio Euro (previous year: EUR 59 Mio Euro). This reflects the dynamic earnings growth in large parts of the portfolio. In particular, Consumer Advice with Verivox and Beauty & Lifestyle with flaconi further increased their profitability. In addition, the experience and leisure business of Jochen Schweizer mydays and the media-for-revenue and media-for-equity business made a positive contribution to earnings.

Adjusted EBITDA in the **Dating & Video** segment amounted to EUR 59 million in the financial year 2024, down 19 Prozent on the previous year (previous year: EUR 72 million). This is due to the revenue trend. However, ParshipMeet Group was able to partially counteract the decline in revenues through cost adjustments and measures to increase efficiency, particularly in the segment's video business.

ADJUSTED EBITDA BY SEGMENT

in EUR m

	2024	2023	Absolute change	Change in %
Entertainment	416	473	−57	−12.1
Commerce & Ventures	106	59	48	81.3
Dating & Video	59	72	−14	−19.0
Reconciliation (Holding & other)	−24	−27	3	−10.6
Total adjusted EBITDA	**557**	**578**	**−21**	**−3.6**

EBITDA

PRESENTATION OF RECONCILING ITEMS WITHIN ADJUSTED EBITDA
in EUR m

	2024	2023
Adjusted EBITDA	**557**	**578**
Income from changes in scope of consolidation	1	—
Fair value adjustments of share-based payments	1	2
Income adjustments	**2**	**2**
M&A related expenses	−7	−9
Reorganization expenses	−2	−80
Expenses for legal claims	−10	0
Expenses from changes in scope of consolidation	0	−3
Expenses from other one-time items	−24	−23
Expenses relating to strategic realignments of business units	−5	−324
Expense adjustments	**−47**	**−440**
Reconciling items	**−45**	**−437**
EBITDA	**512**	**140**

EBITDA improved in the financial year 2024 to EUR 512 million (previous year: EUR 140 million). The increase was due to significantly lower **reconciling items** than in the previous year. These amounted to minus EUR 45 million (previous year: EUR -437 million) and are essentially composed as follows:

The **expense adjustments** included in the reconciling items amounted to EUR 47 Mio Euro, compared to EUR 440 Mio Euro in the previous year. This item for the financial year 2024 includes expenses for legal claims of EUR 10 million. These expenses resulted from two different official investigations, firstly in connection with the imposition of fines with regard to the Payment Services Supervision Act (Zahlungsdiensteaufsichtsgesetz – 'ZAG') and the associated processes at Jochen Schweizer and mydays, and secondly due to consumer protection proceedings in Australia.
→ Significant Events

There were also expenses from other one-time effects: These amounted to EUR 24 million (previous year: EUR 23 million) and resulted primarily from the clarification of the facts with regard to the ZAG and the creation of a value-added tax provision.

By contrast, the high prior-year figure for expense adjustments was influenced by expenses from the strategic realignment of the Group totaling EUR 324 million. In this context, ProSiebenSat.1 Group identified an impairment requirement for programming assets of EUR 198 million in the financial year 2023 and also recognized a provision for onerous contracts for the acquisition of future programming assets of EUR 126 million. There were also reorganization expenses of EUR 80 million.

Depreciation, amortization, impairment losses and **reversal of impairment losses** amounted to EUR 553 million in the financial year 2024 (previous year: EUR 227 million). Impairment losses on intangible assets and property, plant, and equipment increased by EUR 352 million to EUR 394 million compared to the previous year. This significant increase is due to non-cash impairments on goodwill amounting to EUR 386 million (previous year: EUR 2 million). These are attributable to the goodwill of the group of cash-generating units Dating (EUR 298 million) and the cash-generating unit Video (EUR 88 million), which are both reported in the Dating & Video segment. The impairments are mainly due to a deteriorated market situation, as a result of changes in user behavior of the relevant target groups.
→ Risk Report

Amortization of other intangible assets amounted to EUR 123 million (previous year: EUR 124 million), while depreciation of property, plant, and equipment amounted to EUR 64 million (previous year: EUR 66 million). In addition, reversals of impairment losses on intangible assets and property, plant, and equipment totaling EUR 28 million were recognized in the Entertainment and Commerce & Ventures segments in the financial year 2024 (previous year: EUR 5 million). These primarily reflect the higher expectations of the planning assumptions used compared to previous planning for the medium-term earnings and cash flow situation of the Digital Platform & Commerce cash-generating unit.

→ Notes to Consolidated Financial Statements, note 19 "Other intangible assets"

The described developments result in **EBIT** of minus EUR 41 million, an improvement of EUR 46 million on the previous year (previous year: EUR -87 million).

FINANCIAL RESULT

The **financial result** in the financial year 2024 improved to minus EUR 21 million, compared to minus EUR 78 million in the previous year. This positive development is attributable to the following effects:

The change in the **interest result** reflects in particular higher interest income from bank balances, which rose to EUR 16 million (previous year: EUR 9 million). There was also interest income from tax matters in the amount of EUR 11 million (previous year: EUR 5 million), which is mainly due to interest on tax refunds for previous years. Overall, the interest result amounted to minus EUR 54 million (previous year: EUR -62 million).

The **result from investments accounted for using the equity method** amounted to EUR 6 million (previous year: EUR 2 million) and is characterized by a reclassification effect: in the previous year, the share of the negative result for the period of Urban Sports Club GmbH ("Urban Sports Club") was recognized in the financial result as result from investments accounted for using the equity method. Since December 2023, there has no longer been any significant influence here in accordance with IAS 28, which is why the investment in Urban Sports Club was reclassified to other financial assets.

The **other financial result** improved to EUR 26 million (previous year: EUR -18 million), which is primarily due to higher valuation effects from media-for-equity investments and other investments. These amounted to EUR 32 million (previous year: EUR 9 million) and EUR 13 million (previous year: EUR -2 million). In addition, the other financial result included effects from the valuation of interest rate options, which amounted to minus EUR 10 million (previous year: EUR -29 million).

INCOME TAXES

Income taxes resulted in expenses of EUR 60 million (previous year: income from income taxes of EUR 30 million). The change compared to the previous year is due to the improved earnings before taxes in the 2024 financial year, although it should be noted that impairments of goodwill are not tax deductible. This impact was partially offset by tax income for previous years and higher valuations from media-for-equity investments and other investments that are not relevant for tax purposes.

→ Notes to Consolidated Financial Statements, note 14 “Income taxes”

The Group’s effective tax rate, i.e. the ratio of reported tax expenses to earnings before taxes, was due to the not tax deductible impairment of goodwill minus 96.2% (previous year: 18.4%). The adjusted tax rate amounted to 30.1% (previous year: 34.1%).

NET INCOME AND ADJUSTED NET INCOME

RECONCILIATION OF ADJUSTED EBITDA TO NET INCOME

in EUR m

	2024	2023	Absolute change	Change in %
Adjusted EBITDA	557	578	−21	−3.6
Reconciling items	−45	−437	392	−89.6
EBITDA	**512**	**140**	**371**	**~**
Depreciation, amortization, impairments and reversal of impairments	−553	−227	−326	~
thereof from purchase price allocations	−5	−49	44	−89.3
Operating result (EBIT)	**−41**	**−87**	**46**	**−52.7**
Financial result	−21	−78	56	−72.4
Income taxes	−60	30	−90	~
Net income	**−122**	**−134**	**12**	**−8.8**
Attributable to shareholders of ProSiebenSat.1 Media SE	**51**	**−124**	**174**	**~**
Attributable to non-controlling interests	−173	−10	−163	~

The developments described above resulted in an improvement of **net income** to minus EUR 122 million (previous year: EUR -134 million). The increase in EBITDA was partially offset by the non-cash impairments of goodwill in the amount of EUR 386 million, which had no impact on adjusted net income.

Adjusted net income, and thus consolidated net profit adjusted for reconciling items, amounted to EUR 229 million, almost on the previous year's level (EUR 4 million or 2% compared to previous year).

RECONCILIATION OF ADJUSTED NET INCOME

in EUR m

	2024	2023	Absolute change	Change in %
Net income	**−122**	**−134**	**12**	**−8.8**
Reconciling items within EBITDA	45	437	−392	−89.6
Reconciling items under EBITDA	308	−78	385	~
Amortization, impairments and reversal of impairments from purchase price allocations[1]	5	50	−45	−89.5
Valuation effects in other financial result	−19	20	−38	~
Valuation effects of put-option liabilities[2]	−5	−4	−1	13.4
Impairments of Goodwill	386	2	384	~
Other effects[3]	−21	1	−23	~
Tax effects on adjustments	−39	−147	108	−73.3
Subtotal	**231**	**225**	**5**	**2.3**
Net income attributable to non-controlling interests	173	10	163	~
Adjustments attributable to non-controlling interests	−174	−10	−164	~
Adjusted net income attributable to non-controlling interests	**−1**	**0**	**−1**	**~**
Adjusted net income	**229**	**225**	**4**	**1.8**
Adjusted earnings per share (in EUR)	**1.01**	**0.99**		

1 Including impacts on associates consolidated using the equity method in the amount of EUR 0 million (previous year: EUR 1 million).
2 Including compounding and foreign currency effects of EUR 2 million (previous year: EUR 2 million).
3 Including impairment losses and reversals of impairment losses of other intangible assets in the amount of EUR -4 million (previous year: EUR 0 million) and impairment losses and reversals of impairment losses of property, plant and equipment in the amount of EUR -10 million (previous year: EUR -1 million).

FUNCTIONAL COSTS

ProSiebenSat.1 Group's total costs amounted to EUR 4,000 million in the financial year 2024. This slight increase of 1 % or EUR 40 million is due to impairments on the Group's cash-generating entities Dating and Video totaling EUR 386 million. The impairments are included in other operating expenses.

In contrast, both cost of sales as well as selling and administrative expenses decreased. This reflects our goal of aligning our processes with the digital transformation and creating a competitive cost base as a result. The Group has already initiated important measures in this area with its cost and efficiency program in the 2023 financial year and is increasingly benefiting from leaner cost structures. At the same time, the Group is consistently pursuing its programming strategy with a focus on local and live content and is making targeted investments in the expansion of Joyn in order to strengthen its digital reach.

TOTAL COSTS
in EUR m

	2024	2023	Absolute change	Change in %
Total costs	4,000	3,959	40	1.0
Cost of sales	2,549	2,812	−263	−9.3
Selling expenses	667	707	−40	−5.7
Administrative expenses	397	435	−39	−8.9
Other operating expenses	386	5	382	~

The significant cost items developed as follows:

Personnel expenses reported under cost of sales, selling expenses, and administrative expenses decreased by 12% to EUR 685 million (previous year: EUR 780 million). To counteract the partial decline in revenues, the Group took targeted cost measures in the financial year 2023 and made the organization more efficient. This cost and efficiency program was accompanied by job cuts. In this context, there were severance expenses amounting to EUR 67 million in the financial year 2023, of which EUR 33 million is included in cost of sales, EUR 22 million in selling expenses, and a further EUR 13 million in administrative expenses.
→ Our Employees

The Group's **cost of sales** decreased by 9% or EUR 263 million to EUR 2,549 million in 2024 compared to the same period of the previous year (previous year: EUR 2,812 million). In addition to lower personnel expenses, the decline in consumption of programming assets also had an impact. This fell by 23% to EUR 912 million (previous year: EUR 1,181 million): While depreciation and amortization increased to EUR 900 million (previous year: EUR 833 million), impairments fell to EUR 117 million (previous year: EUR 218 million). In addition, the change in provisions for onerous contracts included in the consumption of programming assets fell to minus EUR 104 million (previous year: EUR 130 million). The decision to invest more heavily in exclusive local content resulted in additions to provisions for onerous contracts amounting to EUR 126 million as well as impairments of EUR 198 million in the previous year.

The Group's **selling expenses** fell by 6% or EUR 40 million to EUR 667 million. In addition to lower personnel costs, strict cost management had an impact here. Moreover, depreciation, amortization, impairment losses and reversal of impairment losses included in selling expenses decreased to EUR 5 million (previous year: EUR 15 million) due to a reversal of an impairment loss in the Commerce & Ventures segment in the amount of EUR 10 million.

The Group's **administrative expenses** fell by 9% or EUR 39 million to EUR 397 million (previous year: EUR 435 million). This development is also partly due to lower personnel costs. In addition, lower depreciation, impairment losses and reversal of impairment losses were recognized.

These amounted to EUR 55 million (previous year: EUR 63 million), whereby a reversal of an impairment loss of EUR 4 million was also recognized in the Commerce & Ventures segment.
→ Notes to Consolidated Financial Statements, note 19 "other intangible assets" → Notes to Consolidated Financial Statements, note 20 "property, plant and equipment and rights-of-use to property, plant and equipment"

In contrast, **other operating expenses** increased significantly: They amounted to EUR 386 million (previous year: EUR 5 million) and in the 2024 financial year exclusively include impairments on goodwill.
→ Notes to Consolidated Financial Statements, note 17 "goodwill"

CONSOLIDATED INCOME STATEMENT

in EUR m

	2024	2023	Absolute change	Change in %
Revenues	3,918	3,852	65	1.7
Cost of sales	−2,549	−2,812	263	−9.3
Selling expenses	−667	−707	40	−5.7
Administrative expenses	−397	−435	39	−8.9
Other operating income/expenses	−345	16	−361	~
Operating result (EBIT)	**−41**	**−87**	**46**	**−52.7**
Financial result	−21	−78	56	−72.4
Income taxes	−60	30	−90	~
Net income	**−122**	**−134**	**12**	**−8.8**
Attributable to shareholders of ProSiebenSat.1 Media SE	**51**	**−124**	**174**	**~**
Attributable to non-controlling interests	−173	−10	−163	~

ALLOCATION OF PROFITS

ProSiebenSat.1 Group pursues the goal of strengthening and expanding its competitive position on the basis of a solid financial position. This reflects our dividend policy and the proposal of the Executive Board and Supervisory Board to the upcoming Annual General Meeting: The Executive Board and Supervisory Board propose the distribution of a **dividend** of EUR 0.05 per share to the dividend-entitled holders for the financial year 2024 (previous year: EUR 0.05). This corresponds to an expected **total payment** of around EUR 11 million and a payout ratio of 5%.
→ Company Outlook

RETURN ON CAPITAL EMPLOYED (ROCE)

ProSiebenSat.1 Group measures the Company's mid-term financial success using the key figure **P7S1 ROCE** (Return on Capital Employed). P7S1 ROCE amounted to 11.2% at the end of 2024 and was thus slightly above the previous year's level (previous year: 11.0%). This development is associated with the fact that the capital employed decreased due to the lower programming assets and the non-cash impairment of goodwill recognized in the fourth quarter of 2024, while adjusted EBIT declined.
→ Company Outlook

CALCULATION OF P7S1 ROCE

in EUR m

	2024	2023
Adjusted EBIT[1]	382	401
Pension expenses	2	2
Result from investments accounted for using the equity method	6	3
Adjusted EBIT after corrections	**390**	**406**
Capital employed (average)[2]	**3,465**	**3,703**
P7S1 ROCE (in %)	**11.2**	**11.0**

1 Adjusted EBIT stands for adjusted earnings before interest and taxes. Besides adjusted EBITDA, depreciation, amortization and impairments of EUR 176 million (previous year: EUR 176 million) are included. In addition to the reconciling items of adjusted EBITDA, impairments of goodwill, depreciation, amortization and impairments from purchase price allocations, and other reconciling items are also adjusted for in the calculation of adjusted EBIT.
2 Capital employed is the difference between intangible assets (incl. goodwill and assets arising from purchase price allocation), property, plant and equipment, investments accounted for using the equity method, media-for-equity investments, program assets, inventories, account receivables and other current assets less other provisions, trade and other payables, liabilities to at equity investments and other liabilities.
The figure relates to the average of the reporting dates of the last five quarters.

FINANCIAL PERFORMANCE OF THE GROUP

Total assets amounted to EUR 5,608 million as of December 31, 2024 (December 31, 2023: EUR 5,904 million), representing a decrease of 5%. The changes in the main balance sheet items compared to the previous year's reporting date are described below:

FINANCIAL PERFORMANCE

in EUR m

	12/31/2024	12/31/2023	Absolute change	Change in %
ASSETS				
Goodwill	1,643	2,008	−365	−18
Programming assets	667	686	−19	−3
Other intangible assets	814	785	29	4
Property, plant and equipment	587	540	46	9
Other	388	381	7	2
Non-current assets	**4,098**	**4,400**	**−302**	**−7**
Programming assets	161	178	−17	−10
Trade receivables	455	471	−16	−3
Other	286	282	4	1
Cash and cash equivalents	608	573	36	6
Current assets	**1,510**	**1,504**	**6**	**0**
Total assets	**5,608**	**5,904**	**−296**	**−5**
LIABILITIES				
Equity	**1,469**	**1,580**	**−111**	**−7**
Non-current financial debt	2,074	2,283[1]	−210	−9
Other	381	470[1]	−89	−19
Non-current liabilities	**2,455**	**2,753**	**−298**	**−11**
Current financial debt	241	15[1]	226	~
Other	1,444	1,556[1]	−112	−7
Current liabilities	**1,685**	**1,571**	**114**	**7**
Total equity and liabilities	**5,608**	**5,904**	**−296**	**−5**

1 Prior-year figures adjusted due to a reclassification of real estate liabilities and accrued interest from other financial liabilities to financial debt, see Notes to Consolidated Financial Statements, note 29 “Financial liabilities”.

Goodwill decreased by 18% or EUR 365 million to EUR 1,643 million. This development is due to the non-cash impairments affecting the goodwill of the cash-generating entities Dating (EUR 298 million) and Video (EUR 88 million). The resulting decline was partially offset by foreign currency effects of EUR 21 million in total.

→ Group Earnings

Programming assets amounted to EUR 828 million and were therefore 4% or EUR 36 million below the previous year's level. This development compared to December 31, 2023 reflects the Group-wide programming strategy of increasing the share of local formats and at the same time maintaining a more selective range of US licensed content, which remains important.

→ Strategy and Objectives → Group Earnings

STATEMENT OF CHANGES IN PROGRAMMING ASSETS

in EUR m

	2024	2023
Carrying amount 01/01	**864**	**1,086**
Additions	989	835
Disposals	−9	−6
Consumption	−1,016	−1,051
Carrying amount 12/31	**828**	**864**

ProSiebenSat.1 Group generally settles the financial obligations from programming rights purchases in US dollars. To hedge against market-related exchange rate fluctuations, the Group applies a range of derivative and non-derivative financial instruments in the form of currency forwards, foreign currency swaps, foreign currency options, and foreign currency cash positions. As of December 31, 2024, the hedge ratio was 88% (December 31, 2023: 77%) 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.

→ **Notes to Consolidated Financial Statements, note 32 „Other financial obligations“**

EARNINGS EFFECTS OF PROGRAMMING ASSETS

in EUR m

	2024	2023
Consumption	1,016	1,051
Change in provision for onerous contracts	−104	130
Consumption incl. change in provision for onerous contracts	**912**	**1,181**

Other intangible assets increased by 4% to EUR 814 million (December 31, 2023: EUR 785 million). This development is due to the fact that investments in other intangible assets exceeded amortization, impairment losses and reversals of impairment losses.

In addition, **property, plant, and equipment** as of December 31, 2024 increased by 9% and amounted to EUR 587 million (December 31, 2023: EUR 540 million). This was mainly due to advance payments in connection with the new campus building in Unterföhring.

Other non-current assets amounted to EUR 388 million (December 31, 2023: EUR 381 million). This is an increase of 2%, which is driven by opposing developments: While non-current investments increased due to valuation effects and new investments, deferred income tax assets decreased. **Other current assets** totaled EUR 286 million (previous year: EUR 282 million).

Current trade receivables declined by 3% or EUR 16 million to EUR 455 million as of the reporting date (December 31, 2023: EUR 471 million).

Cash and cash equivalents increased by 6% compared with the previous year’s reporting date and amounted to EUR 608 million (December 31, 2023: EUR 573 million). This reflects the development of cash flow.

→ **Borrowings and Financial Structure**

Equity declined by 7% to EUR 1,469 million as of December 31, 2024 (December 31, 2023: EUR 1,580 million), while the equity ratio amounted to 26.2% (December 31, 2023: 26.8%). This development reflects net income, which declined as a result of the impairments recognized on goodwill. The currency translation of the financial statements of foreign subsidiaries and the performance of long-term foreign currency hedging transactions in US dollars had the opposite effect.

Non-current financial debt decreased by EUR 210 million and amounted to EUR 2,074 million as of December 31, 2024 (December 31, 2023: EUR 2,283 million). **Current financial debt** as of the end of 2024 was EUR 241 million (December 31, 2023: EUR 15 million). The change in both items is largely due to a reclassification of financial liabilities due to their maturity, as a promissory note of EUR 226 million in particular will mature in 2025.

Other non-current liabilities decreased by 19% to EUR 381 million (December 31, 2023: EUR 470 million). In addition to the development of derivative financial instruments, this primarily reflects lower provisions for onerous contracts from the acquisition of future programming assets. **Other current liabilities** also decreased as of December 31, 2024, amounting to EUR 1,444 million (December 31, 2023: EUR 1,556 million). This corresponds to a decrease of 7%, which is also primarily due to lower provisions for onerous contracts. Higher payments of liabilities from severance payments for employees also had an impact. The Group launched a voluntary program in 2023 as part of its strategic realignment.

Current and non-current trade and other payables remained almost at the same level as the previous year, amounting to EUR 950 million (December 31, 2023: EUR 939 million).

NET WORKING CAPITAL

NET WORKING CAPITAL
in EUR m

	12/31/2024	12/31/2023
Inventories	65	45
Receivables	459	476
Trade and other payables	950	939
Net working capital	**–427**	**–419**

Net working capital at ProSiebenSat.1 Group amounted to minus EUR 427 million as of December 31, 2024 (December 31, 2023: EUR -419 million). The ratio of net working capital to revenues of the past twelve months was minus 10.9% as of December 31, 2024 (December 31, 2023: -10.9%).

GROUP FINANCIAL POSITION AND LIQUIDITY

BORROWINGS AND FINANCIAL STRUCTURE

ProSiebenSat.1 Group uses various financing instruments: As of December 31, 2024, debt accounted for 74% of total equity and liabilities (December 31, 2023: 73%). Current and non-current financial debt accounted for the majority of debt at EUR 2,315 million and 56% respectively (December 31, 2023: EUR 2,299 million and 53%).

→ Financial Performance of the Group

The Group practices active financial management. The durations and volumes of the long-term financing instruments are as follows:

- The loans and credits amounting to EUR 1,196 million relate to an unsecured syndicated loan consisting of several term loan tranches with a total nominal volume of EUR 1,200 million.
- A term loan tranche of EUR 800 million and the revolving credit facility (RCF) with a framework volume of EUR 500 million both 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 term loan tranche previously maturing in April 2026 by a further year until April 2027. The remaining part of this term loan tranche of EUR 47 million still matures in April 2026.
- As of December 31, 2024, ProSiebenSat.1 Media SE also had promissory notes with a total nominal value of EUR 925 million with remaining terms of up to seven years.

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

DEBT FINANCING INSTRUMENTS AND DURATIONS AS OF DECEMBER 31, 2024

Debt financing instruments	in EUR m	Maturity
Promissory notes 2021	226	October 2025
Term loan	47	April 2026
Promissory notes 2016	225	December 2026
Term loan	1,153	April 2027
Promissory notes 2021	346	October 2027
Promissory notes 2021	80	October 2029
Promissory notes 2021	48	October 2031

Excluding revolving credit facility (undrawn at reporting date) of EUR 500 million (term until April 2027).

Interest payable on variable financing instruments is based on Euribor money market rates plus a credit margin, whereby the agreement provides for a floor of 0% or 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 interest rate changes caused by the market. As of December 31, 2024, the proportion of fixed interest was 86% of the entire non-current financing portfolio (December 31, 2023: 86%).

→ Financial Performance of the Group

FINANCING ANALYSIS

NET FINANCIAL DEBT

in EUR m

	12/31/2024	12/31/2023
Financial debt		
Loans and borrowings	1,196	1,195
Promissory notes	924	924
Financial debt without real estate liabilities and accrued interest	**2,120**	**2,119**
Cash and cash equivalents	608	573
Net financial debt	**1,512**	**1,546**

Net financial debt decreased compared to the previous year by 2% to EUR 1,512 million (previous year: EUR 1,546 million). This reflects the development of cash flows. Against this background, the **leverage ratio** of 2.7x at the end of the year – despite declining adjusted EBITDA – was also within the target range of 2.5x to 3.0x expected for the end of the financial year 2024 (December 31, 2023: 2.7x).

» INFORMATION

The leverage ratio is the ratio of net financial debt to adjusted EBITDA in the last twelve months (LTM adjusted EBITDA). As of December 31, 2024, the definition of ProSiebenSat.1 Group's net financial debt did not include any real estate liabilities in the amount of EUR 184 million (December 31, 2023: EUR 167 million), and accrued interest in the amount of EUR 10 million (December 31, 2023: EUR 13 million).

ANALYSIS OF LIQUIDITY AND CAPITAL EXPENDITURE

ADJUSTED OPERATING FREE CASH FLOW

in EUR m

	2024	2023
Adjusted EBITDA	557	578
Consumption of programming assets incl. change in provision for onerous contracts	912	1,181
Change in provisions	10	−9
Change in working capital	−146	44
Investments	−1,105	−1,148
Program investments	−896	−928
Other investments	−209	−219
Other[1]	57	−386
Adjusted operating free cash flow	**285**	**260**

1 Comprises adjustments from reconciling items within EBITDA, included in the cash flow positions consumption of programming assets incl. change in provision for onerous contracts, change in provisions, change in working capital and investments. In 2023, this item includes additions to provisions for onerous contracts for the acquisition of future programming assets in the fourth quarter of 2023 in the amount of EUR 126 million and impairments on programming assets in the amount of EUR 198 million.

Adjusted operating free cash flow increased by 10% to EUR 285 million (previous year: EUR 260 million); this improvement is due in particular to lower investments in programming assets.

INVESTMENTS BY SEGMENTS BEFORE M&A ACTIVITIES

	2024	2023
Entertainment	91 %	91 %
Commerce & Ventures	2 %	2 %
Dating & Video	1 %	1 %
Reconciliation (Holding & other)	5 %	6 %

CASH FLOW STATEMENT

in EUR m

	2024	2023
Cash flow from operating activities	**1,203**	**1,240**
Cash flow from investing activities	**−1,099**	**−1,124**
Free cash flow	**103**	**116**
Cash flow from financing activities	**−72**	**−44**
Effect of foreign exchange rate changes on cash and cash equivalents	4	−3
Change in cash and cash equivalents	**36**	**69**
Cash and cash equivalents at beginning of reporting period	573	504
Cash and cash equivalents at end of reporting period	**608**	**573**

Cash flow from operating activities amounted to EUR 1,203 million, which corresponds to a decrease of 3% or EUR 37 million.

Cash flow from investing activities amounted to minus EUR 1,099 million (previous year: EUR -1,124 million). The individual, partly offsetting cash flows were as follows:

– The cash outflow for the acquisition of programming assets amounted to EUR 896 million in the past financial year, compared to EUR 928 million in the previous year.

– EUR 136 million were spent on other intangible assets (previous year: EUR 135 million). These primarily comprise internally generated intangible assets, licenses for sales of digital offerings, software, and industrial property rights. Investments in property, plant, and equipment amounted to EUR 74 million (previous year: EUR 85 million). These relate primarily to the new campus building at the Unterföhring site.

– Proceeds from the disposal of non-current assets amounted to EUR 11 million compared to EUR 26 million in the previous year. The proceeds mainly relate to other financial assets.

The developments described resulted in a decrease in **free cash flow** by 11% to EUR 103 million (previous year: EUR 116 million).

Cash flow from financing activities amounted to minus EUR 72 million (previous year: EUR -44 million).

This development is primarily due to the higher repayment of other financial liabilities of EUR 18 million in connection with a purchase option exercised by the Group to acquire real estate. The cash flow from financing activities includes the dividend payment of EUR 11 million (previous year: EUR 11 million).

The cash flows described above resulted in **cash and cash equivalents** increasing to EUR 608 million as of December 31, 2024 (December 31, 2023: EUR 573 million). This is an increase of 6% and reflects the Group's solid liquidity.

PRINCIPLES AND OBJECTIVES OF FINANCIAL MANAGEMENT

Group-wide financial management is performed centrally by the Treasury department of the holding company. The core aims of financial management include:

- to secure financial flexibility and stability, i.e. to maintain and optimize the Group's funding ability,
- to ensure that the entire Group remains solvent by managing its liquidity efficiently across the organization,
- to manage financial risks by using derivative financial instruments.

The Group's financial management covers the capital structure management and Group-wide funding, cash and liquidity management, and the management of market price risks, counterparty risks, and credit default risks. In detail, this includes the following tasks:

– Capital structure management: Managing the leverage ratio is given particular priority for capital structure management as well as the dividend policy of ProSiebenSat.1 Group. The Group takes into account factors such as the level of market receptivity, funding terms and conditions, flexibility or restrictions, diversification of the investor base and maturity profiles in its choice of suitable financing instruments. The Group manages its funds on a centralized basis.

- Cash and liquidity management: As part of its cash and liquidity management, the Company optimizes and centralizes cash flows and secures liquidity across the Group. Cash pooling is an important tool here, which centralizes a large part of the Group's liquidity at ProSiebenSat.1 Media SE. Using a rolling Group-wide liquidity planning, ProSiebenSat.1 Group captures and forecasts both operating cash flows and cash flows from non-operating activities, thus deriving liquidity surpluses or requirements. Liquidity requirements are covered either by the existing cash positions or the revolving credit facility (RCF). Rolling Group-wide liquidity planning covers an analysis period of several months. Particular importance is attached to managing and monitoring the planned financial headroom, i.e. the sum of the liquidity that is freely available to the Group at all times and the existing credit lines. Based on this two-stage process, management and monitoring is increased. Specified headroom criteria also define the measures to be derived from this.
→ Risk Report

- Management of market price risks: The management of market price risks comprises centrally managed interest rate and currency management. In addition to spot transactions, derivative financial instruments in the form of conditional and unconditional forward transactions are deployed. These instruments are used for hedging purposes and serve to limit the effects of interest rate and currency fluctuations on the Group result and cash flow.

– Management of counterparty and credit default risks: The management of counterparty and credit default risks centers on trading relationships and creditor exposure to financial institutions. When entering into trading transactions, ProSiebenSat.1 Group pays attention to ensuring that volumes are widely diversified involving counterparties of sufficiently high credit quality. External ratings supplied by international agencies are used for this purpose. Risks with respect to financial institutions arise primarily from its investment of cash and cash equivalents and from its use of derivative financial instruments as part of its interest rate and currency management activities.