

EXPERIENCE COMES AS STANDARD

D.F. KING

Countermotion Voting Step-by-step: How to vote for Christoph Mainusch

ProSiebenSat.1 Media Annual General Meeting

30th April 2024

Part of **Link Group** | Corporate Markets

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How to Support Christoph Mainusch becoming a Supervisory Board Member (1/4)

Action by Investors is Required

- The Proposal of Christoph Mainusch was initiated by PPF by way of a **countermotion** for the Supervisory Board seat for which ProSieben nominated Marjorie Kaplan.
- Voting on countermotions (such as the Mainusch Proposal) via ordinary **electronic voting platforms**, i.e. ISS, Glass Lewis, Broadridge or Proximity, is **not possible**.
- The only way to vote on a countermotion in Germany is for shareholders to request a ballot from their custodian/broker and to vote through the issuer's shareholder portal.
- You may vote in advance in this way through the shareholder portal and do **not** need to vote live at the meeting.

To vote on the Mainusch Proposal IN ADVANCE, please follow the instructions overleaf

How to Support Christoph Mainusch becoming a Supervisory Board Member (2/4)

- **To Make Sure Your Shareholding is Registered for Attendance**
 - ▶ Liaise with your **custodian/broker** who is the **Registered Holder** of your shares (i.e. whose name appears on ProSieben's **share register** as shareholder).
 - ▶ Ask your custodian bank/broker to **register the custodian/broker for attendance of ProSieben's AGM 2024**, meaning that the custodian bank/broker as Registered Holder of your shares becomes entitled to exercise your voting rights.

Note: For some investors the request to register for attendance is delegated to the custodian's platform provider, ISS/Glass Lewis/Broadridge – in such cases the request for an attendance card should be directed to the platform provider.

How to Support Christoph Mainusch becoming a Supervisory Board Member (3/4)

- **To Make Sure Your Shareholding is Registered for Attendance (Continued)**
 - ▶ Registration for attendance must be placed with ProSieben by your custodian/broker no later **than 24.00hrs on Tuesday April 23. As your custodian will have an earlier internal deadline we recommend contacting them at the earliest possible opportunity.**
 - ▶ **Very important:** Please make sure that your custodian bank/broker (i) **authorizes you to exercise the voting rights** from the shares held by the custodian bank/broker as Registered Holder and (ii) **informs ProSieben accordingly.**

Note: YOU MUST NOT PLACE ANY VOTING INSTRUCTIONS through your platform provider, ISS/Glass Lewis/Broadridge.

How to Support Christoph Mainusch becoming a Supervisory Board Member (4/4)

- **Access to the Shareholder Portal**

- ▶ Once your custodian/broker has requested voting authority be delegated to you, and your shares are registered for attendance at the AGM 2024, you will receive a login for each of your holdings to ProSieben's Shareholder Portal at the following website:

<https://www.prosiebensat1.com/en/annual-general-meeting>

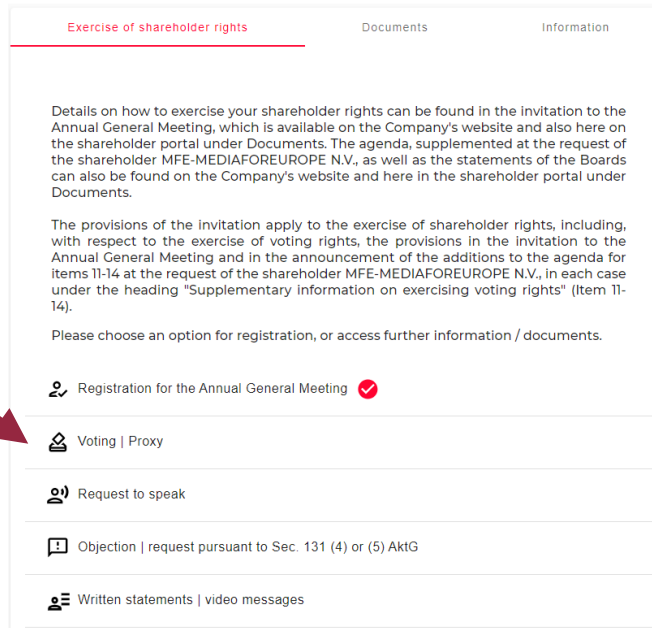
- ▶ With your login credentials, you may login ahead of the AGM 2024 and place your voting instructions on all resolutions, including counter motions.

- **Voting in Favor of the Mainusch Proposal on the Shareholder Portal**

- ▶ If you wish to vote FOR Christoph Mainusch's election, you must vote FOR "Counterproposal/Election proposal B – Election proposal of PPF IM LTD regarding Item 8 (Christoph Mainusch)"

Step-by-step Shareholder Portal Instructions (1/6)

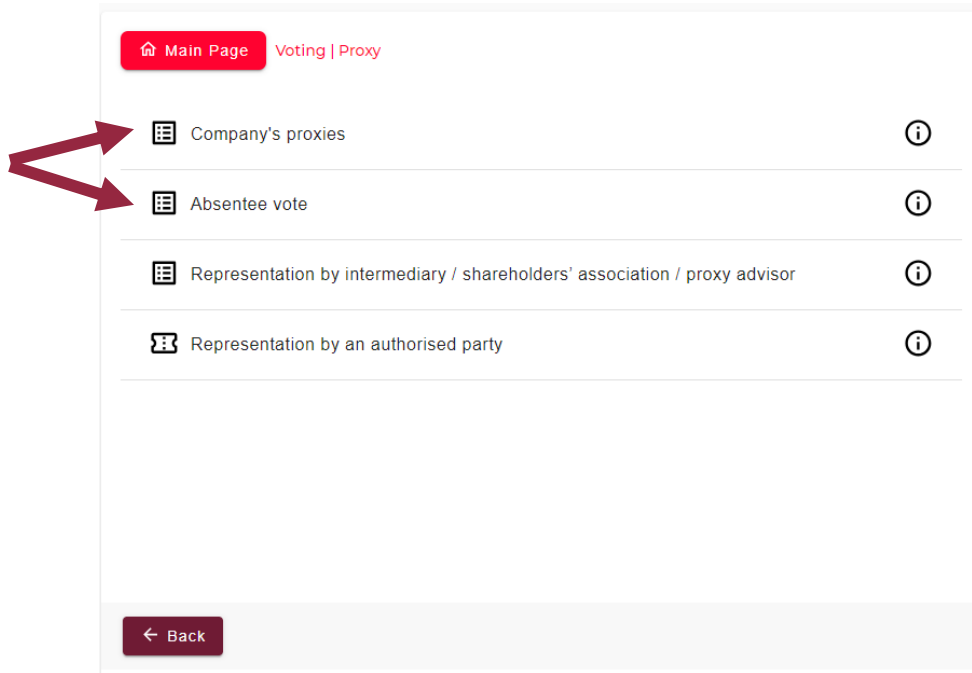
- Log into the Shareholder Portal
- On the Main Page select the button “Voting | Proxy”



The screenshot displays the 'Exercise of shareholder rights' section of the Shareholder Portal. At the top, there are three tabs: 'Exercise of shareholder rights' (highlighted in red), 'Documents', and 'Information'. Below the tabs, there is a paragraph of text explaining that details on how to exercise shareholder rights can be found in the invitation to the Annual General Meeting, available on the Company's website and the shareholder portal. Another paragraph states that the provisions of the invitation apply to the exercise of shareholder rights, including voting rights. Below the text, there is a prompt: 'Please choose an option for registration, or access further information / documents.' A list of options follows, each with an icon and a text label: 'Registration for the Annual General Meeting' (with a red checkmark), 'Voting | Proxy' (indicated by a red arrow), 'Request to speak', 'Objection | request pursuant to Sec. 131 (4) or (5) AktG', and 'Written statements | video messages'.

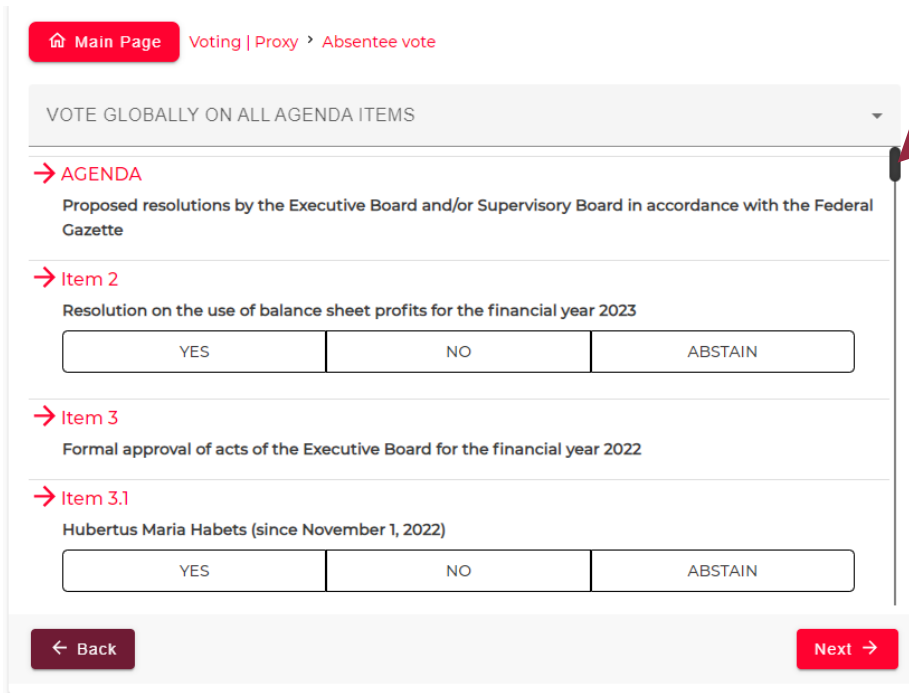
Step-by-step Shareholder Portal Instructions (2/6)

- Select either the button “Absentee vote” or “Proxy vote”



Step-by-step Shareholder Portal Instructions (3/6)

- At the following page, scroll down to the very end of this page.



The screenshot shows a web interface for voting on agenda items. At the top, there is a navigation bar with a home icon, 'Main Page', and a breadcrumb trail: 'Voting | Proxy > Absentee vote'. Below this is a grey header with the text 'VOTE GLOBALLY ON ALL AGENDA ITEMS' and a dropdown arrow. The main content area lists agenda items with red arrows pointing to their titles. The first item is 'AGENDA' with the subtext 'Proposed resolutions by the Executive Board and/or Supervisory Board in accordance with the Federal Gazette'. The second item is 'Item 2' with the subtext 'Resolution on the use of balance sheet profits for the financial year 2023'. Below this item is a table with three columns: 'YES', 'NO', and 'ABSTAIN'. The third item is 'Item 3' with the subtext 'Formal approval of acts of the Executive Board for the financial year 2022'. The fourth item is 'Item 3.1' with the subtext 'Hubertus Maria Habets (since November 1, 2022)'. Below this item is another table with three columns: 'YES', 'NO', and 'ABSTAIN'. At the bottom of the page, there are two buttons: 'Back' with a left arrow and 'Next' with a right arrow. A red arrow points to the scrollbar on the right side of the page.

🏠 Main Page Voting | Proxy > Absentee vote

VOTE GLOBALLY ON ALL AGENDA ITEMS

→ AGENDA
Proposed resolutions by the Executive Board and/or Supervisory Board in accordance with the Federal Gazette

→ Item 2
Resolution on the use of balance sheet profits for the financial year 2023

YES	NO	ABSTAIN
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→ Item 3
Formal approval of acts of the Executive Board for the financial year 2022

→ Item 3.1
Hubertus Maria Habets (since November 1, 2022)

YES	NO	ABSTAIN
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← Back Next →

Step-by-step Shareholder Portal Instructions (4/6)

- On the last listed item “Counterproposal/Election proposal B – Election proposal of PPF IM LTD regarding Item 8 (Christoph Mainusch)” select “YES” and press the “Next”

The screenshot displays a voting interface with the following elements:

- Navigation: Home icon, Main Page, Voting | Proxy, Absentee vote.
- Section Header: VOTE GLOBALLY ON ALL AGENDA ITEMS.
- Item 1: Resolution on the amendment of section 2 para. 1 of the Articles of Incorporation (Transactions Requiring Approval). Buttons: YES, NO, ABSTAIN.
- Section Header: COUNTERMOTIONS AND ELECTION PROPOSALS FROM SHAREHOLDERS.
- Section Header: Election proposals.
- Item 2: Counterproposal/Election proposal A. Election proposal of MFE-MEDIAFOREUROPE N.V. regarding Item 8 (Election of Leopoldo Attolico). Buttons: YES, NO, ABSTAIN.
- Item 3: Counterproposal/Election proposal B. Election proposal of PPF IM LTD regarding Item 8 (Election of Christoph Mainusch). Buttons: YES, NO, ABSTAIN. A red arrow points to the YES button, which is also circled in green.
- Navigation: Back button (left), Next button (right).

Step-by-step Shareholder Portal Instructions (5/6)

- Please note that PPF IM LTD as a shareholder holding more than 10% of the share capital will request that, according to Sec. 137 Stock Corporation Act, the election proposal for Christoph Mainusch will be put to vote **prioritized** ahead of company proposal 8.2 (Marjorie Kaplan).
- This means:
 - The votes on the Mainusch Proposal will be counted first. If the Mainusch Proposal is successful, Christoph Mainusch is elected member of the Supervisory Board (and, in turn, the respective company proposal - Marjorie Kaplan - has automatically failed).
 - In order to support the Mainusch proposal, **it is sufficient** to vote with “**YES**” as described above.
 - There is no need to cast a “**NO**” vote on item 8.2 (election of Marjorie Kaplan) to make the Mainusch Proposal a success.
 - Any vote on item 8.2. (election of Marjorie Kaplan) will only be relevant in the event that the Mainusch Proposal does not succeed.

Step-by-step Shareholder Portal Instructions (6/6)

- Once you have completed your selection, press the “Save”-button

The screenshot displays the 'AGENDA OVERVIEW' section of a shareholder portal. At the top, there are navigation links: 'Main Page' (with a home icon), 'Voting | Proxy', and 'Absentee vote'. Below this, the 'AGENDA OVERVIEW' title is followed by a list of items. The first item is 'COUNTERMOTIONS AND ELECTION PROPOSALS FROM SHAREHOLDERS' with a sub-heading 'Election proposals'. This is followed by three specific proposals, each with a red arrow icon:

- Countermotion/Election proposal A**: Election proposal of MFE-MEDIAFOREUROPE N.V. regarding Item 8 (Election of Leopoldo Attolico) with a 'No instruction' status.
- Countermotion/Election proposal B**: Election proposal of PPF IM LTD regarding Item 8 (Election of Christoph Mainusch) with a 'Yes' status.
- Countermotion/Election proposal C**: Election proposal of Sascha Dalig regarding Item 8 (Election of Sascha Dalig) with a 'No instruction' status.

At the bottom of the page, there are two buttons: a dark red '← Back' button on the left and a red 'Save →' button on the right. The 'Save' button is circled with a green dashed line, and a red arrow points to it from the right side of the screen.

For voting assistance and questions contact

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A horizontal bar with a gradient from red to yellow, positioned below the 'D.F. KING' text.

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