

# REPORT OF THE SUPERVISORY BOARD

## Dear Shareholders,

2020 was marked globally by the COVID-19 pandemic. And for ProSiebenSat.1, it was also a particularly challenging year. As an early cycle company, the economic headwind impacted the financial results and the share price, particularly in the first half of the year. But it is especially in difficult times when it becomes apparent how firmly a company is positioned and how flexibly it can react. Towards the end of the year, ProSiebenSat.1 again saw a clear improvement in revenues and earnings in comparison to the second quarter which was very much impacted by the pandemic. In this context, the Group not only reached, but even noticeably exceeded, the revised financial targets it had announced to the end of the third quarter.

We would like to express our thanks to the new Executive Board, which has been consisting of Rainer Beaujean, Wolfgang Link and Christine Scheffler since the end of March 2020. They steered the Group successfully through the COVID-19 pandemic and, as a team, also set an important course for the future of the Company. As a result, in 2020, ProSiebenSat.1 not only implemented strict cost and cash flow management, but the Group also made good progress with forward-looking portfolio measures. The Supervisory Board expressly supports this approach.

For example, with the ParshipMeet Group, ProSiebenSat.1 has a positioning in a highly profitable market, and has thus created a driver for future growth and diversification. In the Entertainment business, the Group is focused on the markets of Germany, Austria and Switzerland, also in close cooperation with Red Arrow Studios and the digital studio Studio71. In this way, ProSiebenSat.1 Group is strengthening its offer of local content, which can be better monetarized in sales. With a profitable Entertainment portfolio, ProSiebenSat.1 provides a basis to enable other divisions such as ParshipMeet Group or NuCom Group, areas in which substantial synergies are leveraged.

The Group's strategy, based on diversification and digitalization has proved itself, particularly in a difficult business environment. At the same time, it is focusing even more strongly on profitability and synergies within the Company. In the process, ProSiebenSat.1 Group regularly analyzes its portfolio in terms of possible growth and synergy potential. The aim is to further develop the value of companies that profit from advertising on the Group's entertainment platforms. Part of this portfolio strategy is to sell companies if the Group is no longer the right owner.

## COOPERATION BETWEEN THE EXECUTIVE BOARD AND THE SUPERVISORY BOARD

We, the Supervisory Board of ProSiebenSat.1 Media SE, provide the Executive Board with comprehensive advice and ongoing support. In financial year 2020, the Supervisory Board again performed the tasks required of it by law, the Company's articles of incorporation, and the rules of procedure, taking into account the recommendations of the German Corporate Governance Code (Deutscher Corporate Governance Kodex).

In financial year 2020, the Supervisory Board regularly advised the Executive Board on its management of the Company in a spirit of close and trusting cooperation, and diligently and continuously oversaw the Executive Board in conducting the Company's business. Our work included a detailed examination of the Group's operating and strategic performance. The Supervisory Board received regular, prompt, and comprehensive information from the Executive Board regarding all issues relevant to the Company's strategy, planning, business performance, risk situation, risk management, and compliance, both at the Supervisory Board meetings and outside of meetings. The Executive Board explained to the Supervisory Board all deviations from the projected figures in detail and consulted with the Supervisory Board in that regard. We were therefore directly involved in all decisions of fundamental importance to the Company at an early stage.

The Supervisory Board meetings were characterized by an open, in-depth exchange between the Supervisory Board and Executive Board. Closed sessions, in which the members of the Supervisory Board meet without the Executive Board being present, are also an integral part of the meetings. Wherever specific actions required the consent of the Supervisory Board or one of its committees pursuant to the law, the articles of incorporation, or the rules of procedure, we consulted on the matter and adopted the requisite resolution. We were kept consistently and comprehensively informed of all matters requiring our approval, and the associated draft resolutions were promptly submitted for review by the Executive Board. The Supervisory Board was supported in this process by the competent Board committees, and it also discussed the proposals with the Executive Board.

In addition to the Supervisory Board meetings, the Executive Board kept us updated on the Company's key financial indicators in written monthly reports and also provided us with both financial information prepared during the financial year and annual financial information and reports. Information on events of significance was provided without delay also outside of meetings and the regular reporting process and, where necessary, we were asked to adopt resolutions by circular vote in consultation with myself as the Chairman of the Supervisory Board. In addition, I maintained an ongoing and close one-on-one dialog with the Chairman of the Executive Board, and, where necessary, also with the other Executive Board members.

Based on the reports submitted by the Executive Board, the Supervisory Board stayed up to date on the Company's situation at all times, was directly involved in upcoming decisions at an early stage, and was therefore able to perform its tasks in their entirety. There was hence no need for the Supervisory Board to examine the Company's books and other records beyond the documentation provided to us in the course of the Executive Board's reporting activities.

## FOCAL POINTS OF THE SUPERVISORY BOARD'S ADVISORY AND MONITORING ACTIVITIES

In financial year 2020, the Supervisory Board dealt with the Company's business and financial situation, fundamental questions of corporate policy and strategy, the general personnel situation, and specific investment projects – of course taking into account the COVID-19 pandemic and its implications. The Executive Board team coordinated at length with the Supervisory Board on all areas of the strategic alignment.

All in all, the Supervisory Board of ProSiebenSat.1 Media SE held six regular meetings and seven extraordinary meetings in 2020. Due to the COVID-19 pandemic, all meetings took place as videoconference sessions or by phone. With one exception, all members of the Supervisory Board attended all meetings. The table below provides an overview on meeting participation:

### INDIVIDUAL BREAKDOWN OF MEETING PARTICIPATION IN FINANCIAL YEAR 2020

|   | Plenary<br>Supervisory<br>Board<br>Regular<br>meetings | Plenary<br>Supervisory<br>Board<br>Extraordinary<br>meetings | Audit and<br>Finance<br>Committee | Compensation<br>Committee | Capital Markets<br>Committee |
|---|--|--|-----------------------------------|---------------------------|------------------------------|
| <b>Dr. Werner Brandt,<br/>Chairman</b>                        | 6/6  | 7/7  | 6/6                               | 4/4                       | 1/1                          |
| <b>Dr. Marion Helmes,<br/>Vice Chairwoman</b>                 | 6/6  | 7/7  | 6/6                               | 4/4                       | 1/1                          |
| <b>Lawrence Aidem</b>   | 6/6  | 7/7  | —                                 | 3/3                       | —                            |
| <b>Adam Cahan</b>   | 5/6  | 7/7  | —                                 | —                         | —                            |
| <b>Angelika Gifford</b><br>(May 21, 2015 to January 13, 2020) | 0/0  | 0/0  | —                                 | 0/0                       | —                            |
| <b>Erik Adrianus Hubertus Huggers</b>                         | 6/6  | 7/7  | —                                 | —                         | —                            |
| <b>Marjorie Kaplan</b>  | 6/6  | 7/7  | —                                 | —                         | —                            |
| <b>Ketan Mehta</b>  | 6/6  | 7/7  | —                                 | —                         | 1/1                          |
| <b>Dr. Antonella Mei-Pochtler</b><br>(since April 13, 2020)   | 5/5  | 1/1  | 4/4                               | —                         | —                            |
| <b>Prof. Dr. Rolf Nonnenmacher</b>                            | 6/6  | 7/7  | 6/6                               | 4/4                       | 1/1                          |



Key topics of the individual meetings in 2020 were:

- In an extraordinary meeting on February 3, 2020, the Supervisory Board was given comprehensive information on the financial performance expected at the end of financial year 2019 and in the first quarter of financial year 2020, from which the outlines of the initial slightly negative trend as a result of the pandemic could be seen. We received an insight into strategic targets and measures determined for the Executive Board and the management for 2020. In addition, we were informed about the status of potential acquisitions and the sale of Red Arrow Studios which was considered at the time, but not realized. Christine Scheffler also informed us about personnel changes.

At the beginning of the year, Angelika Gifford informed me about a conflict of interest resulting for the exercise of her new activity. As a result, she resigned her mandate as member of the Supervisory Board of ProSiebenSat.1 Media SE with effect from January 13, 2020. In this extraordinary meeting, the Supervisory Board discussed the succession plan for Angelika Gifford and evaluated potential candidates.

- On February 27, 2020, there was a further extraordinary meeting in which we discussed extensively the planned acquisition of The Meet Group by Parship Group.
- At the financial statements meeting held on March 4, 2020, the Supervisory Board approved the Annual and Consolidated Financial Statements, the Management Report and Group Management Report, the Corporate Governance Report, the Report of the Supervisory Board and the Compensation Report for financial year 2019. With regard to the recommendation of the Audit and Finance Committee, the Supervisory Board also decided to propose the audit firm Ernst & Young GmbH

(Ernst & Young) Wirtschaftsprüfungsgesellschaft, with its registered office in Stuttgart, for election as the statutory auditor for the financial year 2020 and for the period until the next Annual General Meeting in 2021. We also approved the other agenda items for the Annual General Meeting on June 10, 2020, with the corresponding proposed resolutions, which the Audit and Finance Committee had extensively prepared in advance.

The Supervisory Board also followed the recommendations of the Compensation Committee and approved topics relating to the Executive Board, i.e. the payment of the performance bonus for financial year 2019 and the target achievement for the 2019 Performance Share Plan and for the 2016/2017 Group Share Plan.

At the financial statements meeting we also received a detailed overview on the current development of the Company and the financial implications of the start to the COVID-19 pandemic. In addition, the Supervisory Board dealt extensively with the planned acquisition of The Meet Group by Parship Group. Combining the two successful and complementary companies creates a leading global player in the dating market. In the meeting, we approved the takeover offer. The closed session of the Supervisory Board also took place on March 4, 2020.

- In two extraordinary meetings, which took place on March 10 and March 12, 2020, we dealt with the departure of Conrad Albert as Deputy CEO and General Counsel.
- In a further extraordinary meeting on March 26, 2020, the Supervisory Board dealt with the new lineup of the Executive Board and decided to transfer to Rainer Beaujean, in addition to his function as CFO, the Chairman of the Executive Board role and to appoint Wolfgang Link and Christine Scheffler to the Executive Board. The Supervisory Board also resolved to remove Max Conze as the Company's CEO.

With the new lineup of the Executive Board, ProSiebenSat.1 Group has returned the primary focus of its operating business to the Entertainment sector in the German-speaking region (Germany, Austria and Switzerland). The main emphasis is on local and live formats, in close cooperation with Red Arrow Studios and the digital studio Studio71.

- In an extraordinary meeting on April 6, 2020, the Supervisory Board dealt with the further increase in the share of voting rights held by Mediaset Group, which joined the Company as shareholder in May 2019, on March 30, 2020. In this meeting, the Supervisory Board also received a provisional outlook on business performance in the first quarter of 2020, particularly in respect to the potential business consequences of the COVID-19 pandemic. In addition, we were informed by the Executive Board that as a result of the pandemic an examination was taking place as to whether to postpone the Annual General Meeting planned for June 10, 2020. Furthermore, we announced the court appointment of Dr. Antonella Mei-Pochtler as new member of the Supervisory Board with effect from April 13, 2020.
- In an extraordinary meeting on April 22, 2020, the Supervisory Board followed the proposal of the Executive Board and resolved to hold this year's Annual General Meeting as planned on June 10, 2020 – but due to the pandemic on a virtual basis and without the physical presence of shareholders or their proxies. In doing so, the Company utilized the option which the German legislator had introduced on a temporary basis as a result of the COVID-19 pandemic. The Supervisory Board also resolved to concur with the Executive Board's proposal for the allocation of profits and to carry forward the full amount of the balance sheet profits to the new accounting period. Moreover, we welcomed Dr. Antonella Mei-Pochtler as a new member in the Supervisory Board of ProSiebenSat.1 Media SE.

In the subsequent closed session, the Supervisory Board thoroughly reviewed its performance on the basis of a detailed list of questions. The review extended primarily to the Supervisory Board's view of its mission, the organization of its activities, the independence of its members, the handling of potential conflicts of interest, and the composition of its committees.

- In our regular meeting on June 9, 2020, we were given a detailed report on issues relevant to the capital market and on the anticipated financial business performance in the second quarter of 2020. In this context the Executive Board informed us in detail on the planned strategic alignment of the

Group and its segments, also in the context of the COVID-19 pandemic. Furthermore, we obtained an insight into the strategic development of the Group and the individual segments. In this meeting we also approved the acquisition of the free-TV live rights package for the Bundesliga valid for four seasons. From the summer of 2021, nine games per season will be shown on free-TV in SAT.1 and on the relevant digital platforms. In addition, Dr. Antonella Mei-Pochtler was elected to the Presiding and Nomination Committee and to the Audit and Finance Committee.

- In the Annual General Meeting on June 10, 2020, the new Executive Board team – Rainer Beaujean, Wolfgang Link and Christine Scheffler – presented itself to the shareholders. In addition, Dr. Antonella Mei-Pochtler, proposed as new member of the Supervisory Board to the Annual General Meeting, also presented herself personally to the audience.

The Annual General Meeting agreed to the Executive Board's and Supervisory Board's proposal to carry forward the full amount of the balance sheet profits to the new accounting period and thus to suspend the dividend for the financial year 2019. At the same time, the Group confirmed its current dividend policy in principle. By a clear majority, the Annual General Meeting also elected Dr. Antonella Mei-Pochtler as member of the Supervisory Board. In addition, the Annual General Meeting granted discharge to the Executive Board and Supervisory Board for financial year 2019 by a clear majority. All other proposed resolutions were also adopted with a majority of over 90 percent.

- In a regular Supervisory Board meeting on September 9, 2020, the Executive Board provided an outlook for the third quarter of 2020 and informed us about the Group's business performance to the present date. We were also informed about the expected market situation in financial year 2021. We were provided with an extensive report on the strategy of the Group and its individual segments, which we discussed in detail with the Executive Board. Particularly the topics of digital strategy and its monetarization by extending reach were discussed in more detail. A comprehensive report on the Company's sustainability strategy was provided.
- At our regular Supervisory Board meeting on December 9, 2020, the Supervisory Board approved the 2021 budget for ProSiebenSat.1 Group, which had been presented and explained to us in detail. Furthermore, the Supervisory Board acknowledged and approved the multi-year plan and the strategic alignment. We were informed in full detail about the economic performance of the key business areas. At this meeting, we also approved the financial targets in the context of variable compensation for the Executive Board members for financial year 2021 as well as the annual Declaration of Compliance. At this meeting, we were informed that the random sampling by the German Financial Reporting Enforcement Panel (FREP) of the Consolidated Financial Statements of the Company as of December 31, 2019 including the Group Management Report and the Annual Financial Statements of the Company as of December 31, 2019 including Management Report did not result in any findings. In the closed session on the previous day, we had extensively discussed and prepared for this meeting.

In addition, the Supervisory Board – after extensive discussion at the regular Supervisory Board meetings – adopted eight resolutions by way of written circular vote in 2020, including the Executive Board's proposal to supplement the Supervisory Board on the basis of the court appointment of Dr. Antonella Mei-Pochtler and the targets of the Executive Board in respect to the components of its short-term incentives (STI) for 2020. Also, by way of written circular vote we approved the disposal of the Virtual Minds subsidiary, myLoc managed IT AG to the Italian cloud provider WIIT S.p.A. and approved the sale of WindStar Medical Holding by NuCom Group to the financial investor Oakley Capital. With these measures, the Group continued its active portfolio management strategy.

## REPORT ON THE WORK OF THE COMMITTEES

The Supervisory Board of the Company has formed various committees to support it in its work. In 2020, the Board had four committees to ensure efficient execution of its duties: the Presiding and Nominating Committee, the Compensation Committee, the Audit and Finance Committee, and the Capital Markets Committee. The committees reported to the Supervisory Board regularly and comprehensively on their activities in its plenary sessions. The main emphases of the committees' work are described below.

The **Presiding and Nominating Committee** coordinates the work of the Supervisory Board and prepares its meetings. In addition, it is responsible for the tasks of a nominating committee in accordance with the German Corporate Governance Code and adopts resolutions that have been delegated to it under the Supervisory Board's rules of procedure. This includes examining license agreements, distribution agreements, and sales agreements. The committee did not meet in 2020, but passed a total of five resolutions by way of circular vote, including extending the contract on "Germany's next Topmodel" with Heidi Klum, the successful acquisition of rights for the Formula E and contract extensions with the most important media agencies.

The **Compensation Committee** prepares resolutions on personnel-related Executive Board matters for plenary sessions of the Supervisory Board. In 2020, the committee held four meetings by teleconference and passed three resolutions by way of circular vote. At an initial meeting on February 8, 2020, the committee dealt with the provisional target achievement of Executive Board members under the 2016/2017 Group Share Plan and the 2018 and 2019 Performance Share Plan as well as the provisional individual degrees of target achievement for the 2019 performance bonus. In addition, together with the members of the committee, the performance bonus targets for the individual Executive Board members for financial year 2020 were discussed and a corresponding recommendation to the Supervisory Board was approved. Also approved was the draft of the 2019 Compensation Report for approval by the Supervisory Board.

In additional meetings, the Compensation Committee dealt intensively with possible adjustments to the compensation system for members of the Executive Board in response to the requirements of the German Act for the Implementation of the Second Shareholder Rights Directive (ARUG II). These meetings took place on September 7, 2020, on November 2, 2020 and on December 2, 2020.

The **Audit and Finance Committee** reviewed the Annual Financial Statements and the Consolidated Financial Statements, the Management Report and the Group Management Report, and the proposal for the allocation of profits in preparation for the Supervisory Board, discussing in particular depth the audit report and the auditor's verbal report on the main findings of the audit. The Audit and Finance Committee did not find any grounds for objections in its reviews of the Annual and Consolidated Financial Statements. In addition, the Audit and Finance Committee discussed the quarterly statements and the Half-Year Financial Report with the Executive Board prior to their publication, taking into account the auditor's report on the audit review. It is also the Audit and Finance Committee's task to prepare the Supervisory Board's review of the Company's non-financial reporting.

In the period under review, monitoring of the financial reporting focused on the potential impairment of goodwill and other intangible assets, the measurement of programming assets, accounting for acquisitions of companies and shareholdings, revenue recognition, hedge accounting, accounting for financial liabilities, progress of ongoing tax audits, and income taxes.

The Audit and Finance Committee monitored the accounting process and the effectiveness of the internal control system and the risk management system, also referring to the corresponding reports by the head of Internal Audit and the auditor. No significant weaknesses in the internal control system for the accounting process or in the early risk detection system were identified by the auditor.

In addition, the Audit and Finance Committee handled the preparation of the Supervisory Board's proposal for the appointment of the auditor for financial year 2020 by the Annual General Meeting, the engagement of the auditor, and the fee agreement with the auditor. It monitored the effectiveness of the audit of the financial statements and the independence of the auditor, as well as the services performed by the auditor in addition to auditing services. The Audit and Finance Committee submitted the Supervisory Board an appropriate recommendation to elect the audit firm Ernst & Young as auditor for financial year 2020 and for the period to the regular Annual General Meeting in 2021. In a meeting on December 14, 2020, the Audit and Finance Committee resolved to put to tender the statutory audit for financial year 2021. The Audit and Finance Committee continuously engaged in dialog with the auditor regarding the main audit risks and the required focus of the audit of the financial statements. It established an internal regulation on services by the auditor that are not related to the audit of the financial statements ("non-audit services") and ensured that the auditor and the Executive Board informed it at each meeting about corresponding contracts and the fees incurred in this context, which it approved.



In addition, the Audit and Finance Committee was regularly informed about the further development of the compliance management system, the handling of suspected compliance incidents, legal and regulatory risks, and the risk situation, risk identification, and risk monitoring at the Company. There were also regular reports on the risk assessment by the Internal Audit department, its resources, and audit planning.

The Executive Board regularly informed the Audit and Finance Committee of the status of various activities to finance and secure liquidity for the Company. The heads of the responsible departments also attended the Audit and Finance Committee's meetings for selected items of the agenda, providing reports and answering questions. In addition, the Chairman of the Audit and Finance Committee held discussions on important individual topics between the meetings, particularly with the Chairman of the Supervisory Board, the Chairman of the Executive Board & CFO, and the auditor. The main results of these discussions were regularly reported to the Audit and Finance Committee, as well as to the Supervisory Board where necessary.

In the reporting year, the Committee met six times in the presence of the Chairman of the Executive Board & CFO Rainer Beaujean and the statutory auditor. I attended all meetings as a guest. In financial year 2020, the Audit and Finance Committee adopted no resolutions by way of a circular vote.

The **Capital Markets Committee** has the authority to decide instead of the full Supervisory Board on whether to approve the use of the Company's Authorized Capital, to authorize the issue of conversion and/or option rights, to authorize the acquisition and use of treasury shares and/or the use of derivatives when acquiring treasury shares as well as on the associated measures in each case. In financial year 2020, there was one meeting of the Capital Markets Committee. This meeting dealt with the current economic situation of the Group.

## **AUDIT OF THE ANNUAL AND CONSOLIDATED FINANCIAL STATEMENTS FOR FINANCIAL YEAR 2020**

The Annual and Consolidated Financial Statements of ProSiebenSat.1 Media SE and the Management Report and Group Management Report for financial year 2020 were audited by the audit firm Ernst & Young, with its registered office in Stuttgart, and were issued an unqualified audit report on February 25, 2021.

All documents relating to the Financial Statements, the Risk Report, and the Ernst & Young audit reports were made available to the members of the Supervisory Board in due time and were subjected to a thorough review by us.

Another subject discussed was the Combined Separate Non-Financial Report which was discussed in the presence of the auditors, first at a meeting of the Audit and Finance Committee and then at a meeting of the Supervisory Board. At those meetings, the auditor reported on its significant audit findings. No accounting-related deficiencies were identified in either the internal control system or the risk management system, nor did any circumstances arise that could give cause for concern about the independence of the auditors.

The Supervisory Board acknowledged and approved the auditor's findings and, after completing its own examination, found no cause for objection on its part either. The Supervisory Board also approved the Annual and Consolidated Financial Statements prepared by the Executive Board and audited by the auditor as well as the Management Report and Group Management Report. The Annual Financial Statements are thus adopted. Finally, the Supervisory Board reviewed and concurred with the Executive Board's proposal for the allocation of profits.

In accordance with section 111(2) sentence 4 of the German Stock Corporation Act (Aktiengesetz – AktG), the Supervisory Board commissioned an external review of the content of the Combined Separate Non-Financial Report from Ernst & Young. Ernst & Young issued an unqualified audit opinion in this regard. This means that, according to the assessment by Ernst & Young, the Combined Separate Non-Financial Report of ProSiebenSat.1 Media SE was prepared in compliance with sections 315b and 315c in conjunction with sections 289b to 289e of the German Commercial Code in all material

respects. In its review, which was also based on the Audit and Finance Committee's report on its preparatory review and its recommendation and the review of Ernst & Young's report and its audit opinion, the Supervisory Board likewise did not identify any reasons to doubt the correctness and appropriateness of the Combined Separate Non-Financial Report.

## CONFLICTS OF INTEREST

The members of the Supervisory Board are required to disclose to the Presiding and Nominating Committee possible conflicts of interest without delay. In financial year 2020, due to one member of the Supervisory Board simultaneously having seats on corporate bodies of competitors or business partners of ProSiebenSat.1 Media SE, there was the following indications of a conflict of interest:

- Dr. Antonella Mei-Pochtler is a member of the Supervisory Board of Publicis Groupe SA (Paris, France) which is a customer of Seven.One Media GmbH. She did not participate in the resolution in the context of the contract extensions with the most important media agencies which was passed by way of circular vote.

Otherwise there were no indications for a conflict of interest.

## CORPORATE GOVERNANCE

Executive Board and Supervisory Board report on corporate governance in the form of the Management Declaration pursuant to sections 289f and 315d of the German Commercial Code which can be found online under → [www.prosiebensat1.com/en/investor-relations/corporate-governance/corporate-governance](http://www.prosiebensat1.com/en/investor-relations/corporate-governance/corporate-governance) or in the Annual Report. In accordance with the changed recommendation of the German Corporate Governance Code, no separate Corporate Governance Report was prepared for the financial year; the relevant information is now to be found in the Management Declaration.

The members of the Supervisory Board independently took the training measures necessary for their tasks. New Supervisory Board members receive a comprehensive induction. In doing so they have the opportunity to meet members of the Executive Board and specialist executives for a bilateral exchange on fundamental and current topics of the respective Executive Board responsibilities, thus obtaining an overview of the relevant topics of the Company and the governance structure.

## CHANGES IN THE COMPOSITION OF THE EXECUTIVE BOARD AND THE SUPERVISORY BOARD

On March 13, 2020, the Company announced that Conrad Albert, Deputy CEO and General Counsel of ProSiebenSat.1 Media SE, would resign his Executive Board post by mutual agreement as of the end of April 30, 2020, and leave the Company on this date.

On March 26, 2020, the Supervisory Board of ProSiebenSat.1 Media SE resolved that CFO Rainer Beaujean would also take on the role of Chairman of the Executive Board and CEO Max Conze would leave the company with immediate effect. Wolfgang Link and Christine Scheffler were appointed to the Executive Board. In the reorganized Executive Board team, Rainer Beaujean is responsible for Strategy & M&A, Red Arrow Studios, NuCom Group and the newly created ParshipMeet Group as well as all financial functions and the holding divisions IT, Communications, Investor Relations, Legal, Governmental Affairs and Group Security. Wolfgang Link is responsible for the Entertainment business, which includes all areas from content and digital to sales and the streaming business with the platform Joyn. Christine Scheffler heads the Human Resources, Compliance, Sustainability and Organizational Development & Operational Excellence departments.

To integrate content, digital and sales businesses even closer together, thus offering viewers content across all platforms and media, the Entertainment activities of ProSiebenSat.1 Media SE are managed together under the umbrella brand Seven.One Entertainment Group. At the same time, the Group is strengthening its news expertise and from 2023 is planning to produce its news broadcasts itself. To do this, ProSiebenSat.1 is establishing a central news editorial team for its platforms.



In conjunction with the consistent restructuring of the Group in line with synergies and value creation, ProSiebenSat.1 is taking a further step. As of January 1, 2021, the Red Arrow Studios' production and distribution business and the digital studio Studio71 are being integrated into the Entertainment segment (previously: Seven.One Entertainment Group). ProSiebenSat.1 thus recognizes the strategic affinity of the two businesses. NuCom Group remains an important pillar. Together with the SevenVentures investment arm, from the financial year 2021 it constitutes the Commerce & Ventures segment. Together with ParshipMeet Group (from January 1, 2021: Dating segment), this reinforces the Group's diversification.

There were also personnel changes in the Supervisory Board in financial year 2020. With effect from April 13, 2020, on the basis of a court order, Dr. Antonella Mei-Pochtler became a member of the Supervisory Board of ProSiebenSat.1 Media SE until the end of the Annual General Meeting on June 10, 2020. A clear majority of the shareholders then elected her as Supervisory Board member at the Annual General Meeting on June 10, 2020. She succeeds Angelika Gifford, who resigned on January 13, 2020. Dr. Antonella Mei-Pochtler is an independent entrepreneur as well as senior advisor at the Boston Consulting Group and special advisor to the Austrian Chancellor. She has extensive experience as well as a global network in the areas of strategy, media and digital transformation.

## THANK YOU FROM THE SUPERVISORY BOARD

I would like to give a warm welcome to Dr. Antonella Mei-Pochtler and thank Angelika Gifford, who closely accompanied the Company as Supervisory Board member and who left the Supervisory Board last year.

On behalf of my Supervisory Board colleagues, I would like to thank the Executive Board in office – Rainer Beaujean, Wolfgang Link and Christine Scheffler have done outstanding work and guided ProSiebenSat.1 sovereign through the COVID-19 pandemic. Likewise, my special thanks go to all employees. In a very challenging year, against the backdrop of the pandemic everyone showed extraordinary commitment and as a result of their outstanding performance managed not only to secure, but to advance the Group's business.

In conclusion, I would like to convey our thanks to you, our esteemed shareholders, for your confidence in the Company and in the company stock of ProSiebenSat.1. 2020 was a year which presented us all with new challenges. But it was also a year in which the Group's strategic alignment showed its viability for the future. At the same time, ProSiebenSat.1 positioned itself to be even more synergistic, diversified and focused. In general, the reinforced focus of the Group on earnings is the foundation for improving cash flow, the ability to pay dividends, and leverage in a sustainable manner. We would be pleased if you, dear shareholders, continued to accompany ProSiebenSat.1 on this path.

**Unterföhring, March 2021**

**On behalf of the Supervisory Board**



**DR. WERNER BRANDT**  
CHAIRMAN OF THE SUPERVISORY BOARD