18 April 2024

Dear Shareholders,

We are writing to you as your co-shareholder and co-owner of ProSiebenSat1 Media SE ("**P7S1**"). In our virtual shareholders meeting on April 30, 2024, we will have to take various decisions. Apart from the proposals from the Executive Board and the Supervisory Board, MFE has proposed additional agenda items and additional resolutions on which we will jointly decide.

The Executive Board and individual members of the Supervisory Board of our joint company have initiated an intense and partly aggressive public campaign against our proposals, trying to discredit us and our intentions. This cannot stand and warrants a response directed at you as co-shareholders, summarizing certain facts and rebutting false statements intentionally or inadvertently made in recent days by representatives of the P7S1' management.

- **With a share price down by 85%, enormous value has been destroyed over the past years, which calls for action.**
    - P7S1 has been consistently underperforming its peers for years, both in terms of return for shareholders and business performance: The P7S1 total shareholder return has declined by 42.3 % since January 1, 2021, while the average total shareholder return of selected peers (such as RTL, ITV, TF1 and M6) went up by 16.4%.
    - The share price of P7S1 has lost 85% since its peak in 2015 and has plummeted by almost 50% since MFE invested in P7S1.
    - Revenues have decreased by 14.3% between 2021 and 2023 and EBITDA by 31.2%.
    - Conversely, P7S1' leverage has increased from 2.2x in 2021 to 2.7x in 2023 while, at the same time, distributions to shareholders decreased by EURO 170 million (almost 94 %) in the same period (DPS 2021: EUR 0.80, DPS 2023: EUR 0.05)
    - Nevertheless, P7S1 continues to operate as a conglomerate, driving lack of focus and significant valuation discount.
    - The lack of focus and the severeness of P7S1's situation meanwhile even results in top management personnel jumping off the sinking ship and signing on with the main competitor as the recent example of Mr. Carsten Schwecke drastically shows.
    - Given the continued underperformance and increasing debt concerns, it is appropriate to call for action to avoid further loss of value in the interest of all shareholders.

- Action is required now.

- **P7S1's assumption that MFE's aims at the share price to tank in order to facilitate a take-over bid at a lower price is factually false and would not even make sense**.
  - Given P7S1's poor performance and share price development, the notion of the P7S1 management worrying about MFE allegedly aiming to crash the share price with a view to a potential takeover offer is wrong and incomprehensible.
  - First, given that the P7S1 share price has been underperforming and trading even lower than today a few months ago, MFE could have easily made a low-ball offer - Why should we wait almost two more years for a spin-off to be implemented?
  - Second, the P7S1 share price has reacted positively to the announcement of MFE's countermotions (+14.3% since March 20, 2024, vs. average of +3.4% for selected peers) – Why should we intentionally push up the share price if we were pursuing a public takeover at a low price?
  - Third, and even more importantly, MFE is heavily invested in P7S1. If the P7S1 share price falls, MFE is immediately affected. Therefore, MFE has suffered huge economic losses from P7S1's downward trajectory over the past five years and has been urging the P7S1 management for years to change course and take action in order to bring the share price back on track.
  - In summary, it would be almost ironic to claim that MFE were trying to bring down the share price; such allegation would confuse the disease with the medicine shareholders are about to prescribe: it is not the pure analysis and preparation of a spin-off – all that MFE is asking for – that could destroy value; as shown above, it's the P7S1 management's strategy and attitude to date that already has destroyed enormous value over the last couple of years.

- **We as shareholders and owners of the company are all sitting in the same boat; our interests are aligned.**
  - As shareholders, we all are affected by P7S1' poor performance and are interested in bringing the share price back on track.
  - A spin-off of the non-core business, if approved by two AGMs with a 75% majority, would affect us all in the same manner – we would all be shareholders of two separate companies, one operating the entertainment business and one running the non-related other segment.
  - The are no special benefits for us or any other stakeholder.
  - Recent examples such as the spin-off of the truck business from Daimler and the energy business from Siemens have shown that a spin-off can be an effective measure to create value for all shareholders. Following the spin-off all shareholders are proportionally invested in two specialized companies with separate management teams and targeted strategies, but without the former conglomerate discount.

- **A P7S1 focusing on entertainment only would attract new equity investors to balance off its potentially increased debt**.
  - The allegation that a focused P7S1 without the non-core activities could be overly indebted is not a fact: it is merely a hypothesis made today by P7S1's management. The exact allocation of assets and liabilities between TV and non-core activities has to be determined by the P7S1 management as part of the preparatory homework MFE has asked the P7S1 management to start. Until the P7S1 management has not presented its specific spin-off plan to the AGM 2025, it is not even possible to form a definitive opinion on the debt situation P7S1 would be in following a spin-off. After analyzing and preparing the structuring options of a spin-off, we expect the P7S1 management to propose to the 2025 AGM the ideal capital structure of the two companies resulting from the envisaged spin-off.
  - In addition, it is much easier for companies with a clear strategic focus to obtain bank financing than for conglomerates without a convincing equity story and a history of constant downward trajectory.

- **If the non-core activities are as successful as today promoted by P7S1 management, we don't see why a company running the non-core activities would end up as a "bad bank".**
  - We are surprised by, and cannot follow, the argument that a spin-off would lead to a "bad bank". The P7S1 Management never described the non-core activities like that. Non-core activities are "good" or "bad" independently from who owns them (P7S1 or we as the P7S1 shareholders).
  - First, we have understood from the management that at least some of the non-core activities are performing very well. Therefore, it is incomprehensible for us why they would make up a "bad bank". If one wanted to refer to the conglomerate discount, this would already have to be taken into account today.
  - Secondly, if the analysis and preparation of the management came to the conclusion that the non-core activities could not survive on a standalone basis, next years' shareholders' meeting would not resolve to implement the spin-off. Before instantly discarding the idea, we would welcome the management to prepare and share its in-depth analysis and to not cut shareholders' competencies and rights.

- **The motion to analyze and prepare a spin-off does not prevent the P7S1 from selling non-core activities.**
  - We are surprised about P7S1's notion being purportedly worried about MFE aiming to limit the management's room for action and block the disposal of non-core assets by its proposal to analyze and prepare the spin-off of these assets.
  - On the contrary: MFE appreciate that, after the counter-motion presentation, P7S1 Executive Board publicly announced the commitment to dispose of Flaconi and Verivox and encourages the management to commit to further disposals of other non-core business activities and to present a tangible mid-term strategy for the separation of the additional non-core assets. We are pleased to

note that our efforts in encouraging the P7S1 management to re-focus on its core business are eventually coming to fruition.

- MFE has repeatedly emphasized that it proposes to analyze and prepare a spin-off of P7S1's non-core activities as a viable additional option and explicitly not as an exclusive alternative to separate the Entertainment business from the non-core activities. The unequivocal wording of MFE's proposal clearly states that the management of P7S1 shall not be prevented from pursuing other options to re-focus on the core-business including sales efforts. In particular, based on the express wording of MFE's motion, from a legal perspective, it is out of question that the P7S1 management could start selling individual non-core assets as of today.
- Should the P7S1 management not succeed in disposing all assets pertaining to the non-core Activities by next year's Annual General Meeting, the P7S1 management board would only be bound to present the documentation for a spin-off of the remainder of the assets that have not been sold. The Annual General Meeting of next year would then be in a position to freely decide whether it makes sense from an economic point of view to spin off the remainder of the non-core activities still held by P7S1 or whether P7S1 should rather keep it and continue with its efforts to otherwise dispose those assets. In no scenario is the P7S1 Executive Board restricted in following through with its disposal efforts. With regard to the disposals, there are in particular no grounds to be held liable since P7S1 would not breach any instruction by the shareholders meeting.
- In order to relieve the Executive Board from any legal concerns it apparently has or alleges to have, we have obtained a legal opinion by one of the most reputable and highly recognized German scholars on corporate law, Prof. Dr. Mathias Habersack of Ludwig-Maximilians-Universität Munich to analyze the legal obligations of the Executive Board should the resolution on the preparation of the spin-off of the non-core assets be adopted. The unambiguous result of his legal analysis is that the Executive Board would by no means be legally prevented from disposing of any assets. You will find the legal opinion on our website at MEDIAFOREUROPE - PSM – let's restore growth! (mfemediaforeurope.com).

- **Membership of Mr. Nonnenmacher, currently Chairman of the Audit Committee, has been opposed since its renewal and openly discussed with the company.**
  - The P7S1 management claims to be surprised by MFE's motion to replace Mr. Nonnenmacher which is surprising in itself since we opposed Mr. Nonnenmacher's renewal in 2022 and have since then repeatedly been calling for a change in leadership in the audit committee because we see significant room and need for improvement.
  - Given that P7S1 was not prepared for change even though shortcomings in accounting and compliance became obvious and was not willing to draw conclusions from the Jochen Schweizer mydays incident and investigation, we feel forced to propose a change ourselves and to let the shareholders and, not the company, decide.
  - Although we have openly addressed our concerns as to how the P7S1 audit committee dealt with the internal control and compliance systems in general and particularly the regulatory issues at Jochen Schweizer mydays in the past, we have not received any answers yet. We have therefore

recently sent a questionnaire to the Executive Board of P7S1 in which we ask for further information including on the results of the internal investigation into the Jochen Schweizer mydays incident initiated by the company and the work of the Audit Committee to be provided to all shareholders. You will find the questionnaire on our website MEDIAFOREUROPE - PSM – let's restore growth! (mfemediaforeurope.com).

- **MFE's motion is directed at enhancing shareholder democracy**.
  - For clarification purposes, we would like to point out that we as shareholders have to decide on the agenda items of the annual general meeting on April 30, 2024 – it's not the decision and not the responsibility of the Executive Bord employed by our company and not the Supervisory Board elected by us.
  - MFE strongly believes that challenging times require an increased level of shareholder engagement and involvement to drive creative solutions for the sake of all shareholders. That is required in particular if the company's performance does not keep up with the performance of the market peers.
  - MFE has proposed to instruct the P7S1 Executive Board to analyze and prepare for a spin-off. The proposed agenda item would not result in an imminent spin-off. Once the management board has completed the analysis and preparation (while potentially exploring and executing alternative options to dispose of non-core activities), we, as shareholders, would need to vote on the implementation of a spin-off one year from now and would be absolutely free how we decide. The resolution would require a qualified 75% majority, *i.e.*, would only be passed if not just MFE, but the large majority of the shareholders would be of the opinion that the spin-off makes sense. We have confidence in the shareholders of P7S1 that we will jointly come to the right decision in the company's best interest.
  - This simple ask to analyze all available options will not result in inappropriate costs and therefore not do any harm to the company.

In conclusion, we suggest to the P7S1 management to change its attitude – instead of "assuming" too much, it should embrace shareholder democracy and shareholder engagement and start do its homework by focusing on delivering on its recent promises to start the separation of the entertainment business from other segments.

Should you have any questions on the above or should you wish to discuss any of the agenda items of P7S1's 2024 AGM, we are available at your disposal. Please contact Investor relations Department investor.relations@mfemediaforeurope.eu