

**By courier**

To the Executive Board of  
ProSiebenSat. 1 Media SE  
Medienallee 7  
855774 Unterföhring

Munich, March 21, 2024

**Annual General Meeting on April 30, 2024 – Elections to the Supervisory Board**

Dear sir or madam,

By publication in the German Federal Gazette (*Bundesanzeiger*) on March 20, 2024, you convened the Annual General Meeting of ProSiebenSat.1 Media SE ("**Company**") to be held on April 30, 2024. Agenda item 8 relates to the election of three new members to be elected by the general meeting to the Supervisory Board, which consists of a total of nine members.

As shown in the Company's share register, MFE-MEDIAFOREUROPE N.V. ("**Applicant**", "**MFE**" or "**we**") is a shareholder of the Company holding shares representing a stake in the share capital in the total amount of more than EUR 67,000,000. We will attend, or be represented at, the Annual General Meeting of the Company to be held on April 30, 2024.

Regarding agenda item 8, MFE hereby submits, in accordance with Section 127 the German Stock Corporation Act (*AktG*) in conjunction with Article 53 SE-Regulation, the following

**proposal for election:**

MFE proposes that

**Leopoldo Attolico, self-employed consultant, Milan,**

be elected to the Company's Supervisory Board instead of Pim Schmitz for the term of office stipulated in the Supervisory Board's resolution proposal.



**MFE-MEDIAFOREUROPE N.V.**  
MFE Group

Naamloze Vennootschap  
Official seat in Amsterdam - the Netherlands  
Official address at viale Europa 46  
20093 Cologno Monzese Milan Italy  
Paid up Capital € 800.313.280,50  
CCI number 83956859  
RSIN 863048122  
Fiscal Code and VAT no. IT- 09032310154

**Italian Branch**  
20093 Cologno Monzese Milan Italy  
viale Europa 46  
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20093 Cologno Monzese Milan Italy  
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00187 Rome Italy  
largo del Nazareno 8  
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Mr. Attolico has agreed that, if elected, he will undertake by way of a self-commitment to purchase shares in ProSiebenSat.1 Media SE using 20% of his fixed annual compensation on a yearly basis and to hold such shares for the duration of his membership on the Supervisory Board of ProSiebenSat.1 Media SE. Further information on this self-commitment undertaken by the members of the Supervisory Board can be found in ProSiebenSat.1 Media SE's Annual Report for the fiscal year 2022 (page 111).

Mr. Attolico is not a member of other supervisory boards to be formed under mandatory law or comparable domestic or foreign controlling boards of business enterprises.

Mr. Attolico is independent of the Company and its Executive Board within the meaning of recommendation C.7 of the German Corporate Governance Code in the version of April 28, 2022 and, in particular, has no personal or business relationships with the Company, the Executive Board of the Company and/or the Supervisory Board of the Company or with shareholders with a material shareholding in the Company. Neither he himself nor a close family member works for MFE, advises MFE or has a personal or business relationship with MFE. Mr. Attolico has no personal or business relationships with customers, suppliers or competitors of the Company; in particular, he is not a member of the governing bodies of significant competitors of the Company and does not have any advisory functions at any such competitors.

Mr. Attolico has confirmed that he is willing and able to perform his duties for the Company without restriction and that he has the time required to do so.

**Reasons:**

Mr. Attolico is particularly suitable to assume the office as a member of the Supervisory Board precisely with a view to the challenges that the Company is currently facing. MFE's election proposal takes into account the objectives adopted by the Supervisory Board for its composition and helps, in an excellent way, to fulfil the skills and expertise profile for the entire body as adopted by the Supervisory Board.

Mr. Attolico has international experience. As can be seen from his CV, which is set out below, he has held management positions at various international commercial and investment banks. In those positions, he advised and assisted companies from a large number of different countries in a wide variety of areas and transactions. His responsibilities also included the areas of legal, compliance, operations, risk management and controlling. He has particular expertise in planning, structuring and implementation of M&A transactions, IPOs, other capital market transactions and restructurings.

Unlike Pim Schmitz, Mr. Attolico has no relationship with a company that has business relations with the ProSiebenSat.1 Group. Mr. Attolico is therefore particularly qualified to perform the duties of a Supervisory Board member independently and free of any conflicts of interest.

In contrast to Mr. Schmitz, his professional skills comprise a wider variety of complex international transactions in particular in the areas of mergers & acquisitions, corporate finance and financing which are key for the future development of the Company. He will strengthen the existing skills profile of the Supervisory Board in many respects. In addition, he will enhance the expertise of the Supervisory Board in areas that were not previously part of its core competences, particularly in the areas of mergers & acquisitions and equity and debt financing.

## **Curriculum vitae Leopoldo Attolico:**

### **PROFESSIONAL CAREER**

#### **10/2013 – 2/2024 Citigroup**

- Southern Europe (Italy, Spain, Greece and Portugal) Cluster Head and Italy Country Officer (since 12/2016)
- Responsible for all Citi activities in these countries, incl. Legal, Compliance, Operations, Risks and Controls
- Regulated role (*i.e.* CEP Branch Manager) vetted and approved by both ECB and CBI)
- Lead coverage banker on selected key Italian accounts (Corporates, Public Sector and Private Equity)
- Was Head of Citi Investment Banking until 7/2021 and Vice Chairman of Investment Banking Italy until 3/2023

#### **1/2009 – 9/2013 Deutsche Bank**

- Vice Chairman Investment Banking Coverage and Advisory (Italy)
- Head of Investment Banking Coverage and Advisory Italy (until 9/2012)
- Was also:
  - Member of EMEA Regional Leaders Group
  - Member of DB Italy Executive Committee
  - Branch Manager of DB AG Milan Branch

#### **1/2000 – 9/2008 Lehman Brothers (*Nomura between 9/2008 and 11/2008*)**

- Last role: Head of M&A Southern Europe
- Head of Investment Banking Coverage Italy (2006/2007)
- Previously member of Italy Investment Banking team
- Was also:
  - Member of European IBD Executive Committee
  - Member Italian Operating Committee

#### **1/1989– 12/1999 Intesa SanPaolo**

- Head of Rome Office Banca IMI (1999)
- Head of Corporate Finance SanPaolo (1997/1998)
- Hambros Bank London – Secondment (1995/1996)
- Sanpaolo Finance/Crediop/Credipar: member of investment banking and principal investment teams

### **ACADEMIC ACTIVITIES**

- Professor of "M&A and Investment Banking" at Luiss University in Rome (since 2018)

### **EDUCATION**

- Degree Magna cum laude in Statistics & Economics at La Sapienza University in Rome
- Baccalaureat "C", Lycee Francais Chateaubriand, Rome

### **PERSONAL**

- Italian citizen
- Languages: Italian, English, French
- Private place of residence: Milan (Italy)

We kindly ask you to confirm receipt of this letter in advance by e-mail to be sent to Pasquale Straziota (e-mail: Pasquale.Straziota@mediaset.it) and to make this election proposal, including the reasons therefor and the curriculum vitae of Mr. Attolico, available to the Company's shareholders in accordance with Sections 127 and 126 (1) AktG in connection with Article 53 SE-Regulation.

Yours faithfully,

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Name: Marco Giordani  
Title: CFO, member of the Executive Board  
with sole power of representation