

**ProSiebenSat.1** Media AG  
The power of television



# Articles of Incorporation of the ProSiebenSat.1 Media AG

Non-Binding Convenience Translation

Articles of Incorporation of the ProSiebenSat.1 Media AG in Unterföhring, District of Munich

## **Section 1: General Provisions**

### **§ 1**

#### **Corporate Name, Registered Office and Financial Year**

- (1) The corporate name of the Corporation is **ProSiebenSat.1 Media AG**.
- (2) The registered office of the Corporation is in Unterföhring, District of Munich.
- (3) The financial year is the calendar year.

### **§ 2**

#### **Notices**

The notices of the Company shall be published in the electronic Bundesanzeiger, unless specified otherwise by law.

### **§ 3**

#### **Object and Purpose of the Corporation**

- (1) The object and purpose of the Corporation is to organize broadcast television programs following the issuing of any licenses or permits which may be required under media law and to procure, manufacture and sell film and television productions and to purchase and grant rights of all kinds as well as merchandising and multimedia business.
- (2) The Corporation is entitled to carry out all transactions and actions which appear appropriate to serve the objects of the Corporation, in particular to procure, perform and market services of all kinds within the field of electronic communications and to operate movie theaters.

- (3) The Corporation may establish branch offices in Germany and abroad, may establish or purchase other corporations or hold participating interests in and manage such other corporations or limit itself to the administration of the participating interest and may enter into inter-company agreements. The Corporation is also entitled to carry out its business activity through subsidiaries, through companies in which the Corporation holds a participating interest and through joint ventures. It may spin off parts of its enterprise to group companies or transfer the use thereof to group companies. The Corporation may also restrict itself to administering its own assets.

## **Section 2: Share Capital, Shares**

### **§ 4**

#### **Amount and Subdivision of the Share Capital**

- (1) The share capital of the Corporation amounts to **EURO 218,797,200** (in words: EURO two hundred and eighteen million seven hundred and ninety-seven thousand two hundred).
- (2) The share capital is subdivided into 109,398,600 registered no-par value shares of common stock and 109,398,600 bearer no-par value shares of non-voting preferred stock.
- (3) The non-voting preferred shares have a preferential profit right pursuant to Section 19 of the Articles of Incorporation.
- (4) a) Subject to the consent of the Supervisory Board, the Executive Board is authorized to increase the Company's share capital on one or more occasions on or before June 3, 2014, by not more than EURO 109,398,600, in return for contributions in cash and/or in kind, by issuing new no-par value shares. Subject to Sec. 139 para. 2 of the German Stock Corporation Act, this authorization also includes the authorization to issue new preference shares that take precedence over or have the same priority as previously issued preference shares in the distribution of profits or the Company's assets. The Executive Board is authorized, subject to the consent of the Supervisory Board, to define the further content of the shareholder rights and the terms and conditions for the new stock issuance.

The shareholders shall be granted a preemptive right proportional to their respective holdings in the Company's share capital, provided such a preemptive right is not excluded for the following reasons. The shares may also be assumed by a credit institution, subject to the obligation that the shares will be offered for subscription to the Company's shareholders (indirect preemptive right).

- b) Subject to the consent of the Supervisory Board, the Executive Board is authorized to exclude the preemptive right of holders of one class of shares for shares of the respective other class in the event that both registered common shares and bearer preference shares are issued provided that the same subscription ratio applies for both classes of shares (mutual exclusion of preemptive rights).
- (5) The share capital shall be contingently increased by a total amount of up to EUR 109,398,600 by the issuance of a total amount of up to 109,398,600 new registered common shares and/or bearer preference shares (contingent capital). The contingent capital increase serves to grant shares to the holders or creditors of convertible and/or option bonds which are issued, upon authorization by the shareholders' meeting of June 4, 2009, by the Company, and which grant a conversion or option right on no-par value registered or bearer shares of the Company or provide for a conversion or option obligation. These new shares shall exclusively be issued, in compliance with the above authorization, at the conversion or option price respectively to be determined. The contingent capital increase shall only be implemented to the extent that conversion or option rights arising from Bonds are exercised or conversion or option obligations arising from such Bonds are fulfilled, and to the extent that no other forms of fulfillment are used to settle these Bonds. The new registered common shares and/or bearer preference shares shall carry dividend rights from the beginning of the fiscal year in which they are created by the exercise of conversion or option rights or the fulfillment of conversion or option obligations. The Executive Board is authorized, subject to the consent of the Supervisory Board, to determine the further details of the implementation of a contingent capital increase.

## **§ 5**

### **Shares**

- (1) The shares of common stock of the Corporation are registered shares, the non-voting preferred shares are bearer shares.
- (2) The shareholders' right to have their shares evidenced by certificates is excluded.
- (3) In the event of an increase in share capital, the profit share of new shares may be determined in derogation from Section 60, paragraphs 1 and 2 of the German Stock Corporation Act [AktG]. New shares from a future increase in share capital may be allocated preferential rights in the distribution of profits.
- (4) The registered shares are transferable only with the consent of the Executive Board. The Executive Board must give such consent insofar as the transfer does not create a participating interest in the Corporation which exceeds the limits imposed by media law.

## **Section 3: The Executive Board**

### **§ 6**

#### **Composition and Rules of Procedure**

- (1) The Executive Board shall comprise one or more persons. The number of members of the Executive Board shall be determined by the Supervisory Board.
- (2) The Executive Board may adopt rules of procedure provided that the Supervisory Board does not establish such rules of procedure.

### **§ 7**

#### **Representing the Corporation**

- (1) If the Executive Board has only one member, this member shall have sole and individual authority to represent the Corporation. If the Executive Board comprises several persons, the Corporation shall either be legally represented by two members of the Executive Board or by one member of the Executive Board and one executive officer vested with power of commercial representation under German law [Prokurist].

- (2) The Supervisory Board may determine that members of the Executive Board have sole and individual authority to represent the Corporation.
- (3) Each member of the Executive Board may be released and exempted from the restrictions imposed by Section 181 of the German Civil Code [BGB] by resolution of the Supervisory Board – unless otherwise stipulated by mandatory statutory provisions. The terms of Section 112 of the German Stock Corporation Act shall continue to apply.

## **Section 4: The Supervisory Board**

### **§ 8**

#### **Composition and Term of Office**

- (1) The Supervisory Board comprises nine members.
- (2) No former member of the Executive Board of the Corporation may become a member of the Supervisory Board if two members of the Supervisory Board are already former members of the Executive Board. Furthermore, membership on the Supervisory Board is closed to any person who sits on the Executive Board of a listed company and already holds positions on five Supervisory Boards of listed companies outside the Group, or who holds office in an executive body or performs consulting duties for major competitors of the Company. The terms of Section 100 (4) of the German Stock Corporation Act shall continue to apply.
- (3) The term of office of the members of the Supervisory Board shall be the maximum term of office stipulated by statute. Substitute elections shall be held for the remaining period of office of any member withdrawing from the Supervisory Board.
- (4) Each member of the Supervisory Board may resign from office by giving one month's notice. This shall not affect the right to resign from office for good cause. Resignation must be tendered in writing to the Executive Board with notification to the Chairman of the Supervisory Board.

## **§ 9**

### **Meetings of the Supervisory Board**

- (1) Supervisory Board meetings shall be convoked by the Chairman of the Supervisory Board in text form (Sec. 126b of the German Civil Code (Bürgerliches Gesetzbuch, BGB)). Such convocation shall occur no later than on the 10th day before the Supervisory Board meeting; the sending date of the invitation may be the last day of the notice period. In the event of urgency, the chairman may shorten this notice period in a reasonable manner and may also convoke a meeting orally, by telephone or by other means of telecommunication.
- (2) The agenda of the meeting is to be notified together with the convocation. Further items of the agenda and documentation may be submitted up to five days prior to the Supervisory Board meeting. In emergencies, the Chairman may shorten this submission period in a reasonable manner. Voting may only be held on agenda items which were not duly notified if no member of the Supervisory Board raises an objection. In such a case absent members of the Supervisory Board must be given the opportunity to object to the resolution within a certain period to be stipulated by the Chairman or to cast his or her vote in writing. The resolution shall not become effective until this period of time has elapsed without any absent Supervisory Board member raising an objection or until he or she has consented to the resolution.
- (3) Proxies who are not members of the Supervisory Board may take part at meetings of the Supervisory Board and of its committees as substitutes for members who are prevented from attending provided that they have a written power of attorney.
- (4) Subsequent to the election of the Supervisory Board at a shareholders' meeting, the Supervisory Board shall meet without the requirement of a separate convocation. At this meeting, the Supervisory Board shall elect one Chairman and one or more Vice-Chairmen from its midst, for the duration of the Board's term of office.

## **§ 10**

### **Adopting Resolutions**

Unless otherwise stipulated by mandatory statutory provisions, resolutions of the Supervisory Board shall be adopted by simple majority of the votes cast. In this connection abstentions shall be deemed to constitute participating in the resolution but not casting a vote. In the event of a parity of votes, the Chairman of the Supervisory Board shall have a casting vote; this shall also apply at elections. If the

Chairman of the Supervisory Board does not participate in the voting his deputy shall have the casting vote. The Chairman is authorized on behalf of the Supervisory Board to deliver declarations of the Supervisory Board which are required to implement the resolutions.

## **§ 11**

### **Alterations to the Wording of the Articles of Incorporation**

The Supervisory Board is empowered to adopt resolutions on amending the Articles of Incorporation which affect the wording only but not the sense or meaning thereof.

## **§ 12**

### **Remuneration**

- (1) Each member of the Supervisory Board shall receive a fixed remuneration in the amount of EUR 50,000.00 for each full fiscal year of service for the Supervisory Board, payable in four equal installments due and payable at the end of each quarter. The chairman and the vice chairman shall receive twice this amount. Supervisory Board members who served for only part of the fiscal year shall receive pro rata remuneration in accordance with the duration of their service for the Supervisory Board.
- (2) Supervisory Board members being members of the Audit and Finance Committee of the Supervisory Board shall receive an additional remuneration of EUR 3,000.00, and the chairman or chairmen of the Audit and Finance Committee shall receive an additional remuneration of EUR 6,000.00, for each personal attendance in a meeting of the Audit and Finance Committee. Supervisory Board members being members of a committee of the Supervisory Board other than the Audit and Finance Committee shall receive an additional remuneration of EUR 1,500.00, and the chairman or chairmen of such a committee shall receive an additional remuneration of EUR 3,000.00, for each personal attendance in a committee meeting. The additional remuneration shall be due and payable at the end of each quarter in relation to the committee meetings held during this quarter.
- (3) Furthermore, members of the Supervisory Board shall be reimbursed for all outlays and for the sales tax payable on their outlays and remuneration.

- (4) The Company may take out financial loss liability insurance (D&O insurance) for members of the Supervisory Board, under fair and usual terms and conditions, to cover legal liability arising from their activities on the Supervisory Board.
- (5) The provisions of the aforementioned para. 1 and 2 in the version of the resolution adopted by the Company's shareholders' meeting on June 4, 2009 shall for the first time apply for the Company's full fiscal year beginning on January 1, 2009. Until then, the aforementioned para. 1 and 2 in their previously applicable version shall apply.

## **Section 5: General Meeting of Shareholders**

### **§ 13**

#### **Venue and Convocation**

- (1) The General Meeting of Shareholders shall be held at the registered office of the Corporation or at the location of a German stock exchange.
- (2) The General Meeting of Shareholders shall be convened by the Executive Board or – in cases stipulated by statute – by the Supervisory Board.
- (3) The period for calling the shareholders' meeting shall be governed by the legal provisions.

### **§ 14**

#### **Attendance**

- (1) Shareholders shall only be entitled to attend the shareholders' meeting and exercise the voting right at such meeting if, before the shareholders' meeting, they have registered in accordance with the following more detailed provisions and, in case their shares are bearer shares, submitted proof of their right to attend such meeting.
- (2) The registration shall be in text form in German or in English.
- (3) Shareholders whose shares are bearer shares must prove their right to attend the shareholders' meeting by submitting, together with the registration, special proof of their

share ownership; such proof shall be established in text form in German or in English by the institution maintaining the securities account. Such proof must relate to the statutory date.

- (4) The registration and the document furnishing proof of entitlement shall be received by the Company within the statutory period of time, at the address communicated for that purpose in the invitation.
- (5) The notice of meeting convening the shareholders' meeting may specify further details concerning the registration and the document furnishing proof of entitlement.
- (6) If a shareholders' meeting and a separate meeting of the holders of preferred stock are convened for the same day, the registration of the holders of preferred stock for the shareholders' meeting is also valid as registration for the separate meeting of the holders of preferred stock convened for the same day. Correspondingly, the proof of the right to participate in the shareholders' meeting (*Berechtigungsnachweis*) to be submitted with the registration pursuant to the foregoing provisions of this Sec. 14 is also valid as proof of the right to participate in the separate meeting of the holders of preferred stock.

## **§ 15 Chair**

- (1) The General Meeting of Shareholders shall be presided over by the Chairman of the Supervisory Board or by another member of the Supervisory Board as determined by the Chairman of the Supervisory Board or any other person as determined by the Chairman of the Supervisory Board or, if the Chairman of the Supervisory Board has not made any such ruling, by a member of the Supervisory Board to be elected by the members of the Supervisory Board who are in attendance.
- (2) Within the framework of statutory provisions, the Chairman shall determine the order in which the items on the agenda are to be dealt with and the type and form of voting.
- (3) The person chairing the shareholders' meeting may establish reasonable temporal limits for the shareholders' right to put questions and address the shareholders' meeting. In particular, the chairperson shall be entitled to fix, at the beginning of the shareholders' meeting or during its course, reasonable time frames for the entire shareholders' meeting, for deliberations on the individual items of the agenda or for the individual contributions made by askers and speakers.

- (4) If so announced by the Executive Board in the invitation for the General Meeting of Shareholders, the Chairman of the Meeting may permit audio and video transmission of the Annual General Meeting in a manner which he shall define in further detail.

## **§ 16**

### **Resolutions of the General Meeting of Shareholders**

- (1) The General Meeting of Shareholders shall only pass resolutions on those cases stipulated by statute or in the Articles of Incorporation.
- (2) Save as otherwise provided by mandatory provisions of statute or of the Articles of Incorporation, resolutions of the General Meeting of Shareholders shall be adopted by simple majority of the votes cast in case of majority of votes or by simple majority of the share capital represented at the resolution in case of capital majority. Abstentions shall not be deemed to constitute a vote cast.
- (3) One vote shall be afforded to each denomination share. Section 19, paragraph 3, sentence 1 shall not be affected hereby.

## **§ 16a**

### **Conveyance of Information**

- (1) Information to shareholders can also be conveyed by electronic means.
- (2) The shareholders' right pursuant to Sections 125 para. 2, 128 para. 1 of the German Stock Corporation Act to receive notifications pursuant to Section 125 para. 1 of the German Stock Corporation Act is limited to transmission of the notifications via electronic communication. Irrespective of that, the Executive Board remains entitled, but is not obliged, to use other forms of transmission, if and insofar this does not conflict with any statutory provisions.

**§ 16b**  
**Notification Duties for Shareholders with Substantial Holding**  
**pursuant to Sec. 27a of the German Securities Trading Act**

Sec. 27a para. 1 of the German Securities Trading Act shall not apply.

**Section 6: Rendering of Accounts and Appropriation of Profits**

**§ 17**  
**Annual Financial Statements**

If the Executive Board and the Supervisory Board approve the annual financial statements, then they may appropriate the annual profit for the year to other revenue reserves in toto or in part. The appropriation of more than half of the annual profit for the year is not admissible, however, if the other revenue reserves exceed half of the share capital or insofar as they would exceed half of the share capital following such appropriation. Those amounts which have to be appropriated to the statutory reserve and any accumulated deficit brought forward from the prior year have to be deducted from the annual profit for the year in advance.

**§ 18**  
**Disposal of Corporate Profits**

- (1) The General Meeting of Shareholders shall decide upon the disposal of corporate profits. The General Meeting may resolve to make distributions in kind, in place of or in addition to cash distributions.
- (2) Insofar as the Corporation has issued participation certificates or does so in future and if the respective conditions of the participation certificates stipulate that the bearers of the participation certificates are entitled to distribution of dividends from the net income, the shareholders' entitlement to this part of the net income shall be excluded.

## **§ 19**

### **Non-Voting Preferred Shares**

- (1) The non-voting preferred shares (§ 4) receive in advance a profit share from the annual net income which is EUR 0.02 higher per share than the profit share of the common stock; the minimum profit share of the non-voting preferred shares is, however, EUR 0.02 per share.
- (2) If the net income earned in one or several financial years does not suffice to pay the minimum preferential amount to the preferred shares, the amount of the shortfall, without interest, will be repaid from the net income of the following financial year prior to distribution of the profit share of the preferred shares for that financial year and prior to distribution of a profit share to the common shares. The right to back payment is a component part of the profit share of the net income of the financial year from which the back payment is made with respect to the preferred shares.
- (3) Save as otherwise provided in mandatory statutory provisions, preferred shares do not afford a voting right. The preferred shareholders' consent is not required to a resolution on issuing preferred shares which have rights which either take priority over or are equivalent to the non-voting preferred shares as regards the distribution of profits or corporate assets, provided that the subscription right of the preferred shareholders is not excluded.

## **§ 20**

### **Formation Expenses, Merger Costs, Miscellaneous**

- (1) The costs and taxes incurred in connection with establishing the Corporation and recording it in the commercial register (in particular notary and court costs, publication costs, legal and auditing fees, fees of experts, bank charges) shall be borne by the Corporation up to an aggregate amount of DM 10,000.
- (2) ProSieben Media Aktiengesellschaft has borne the costs of its conversion and formation in an amount of DM 10,000. SAT.1 Holding GmbH has borne the formation expenses (attorneys' and notary's fees, court costs) which, by law, are to be borne by the GmbH or its founders, up to an amount of EUR 1,550.
- (3) The costs and taxes incurred in connection with the merger of ProSieben Media Aktiengesellschaft and SAT.1 Holding GmbH into the Corporation by way of merger and in connection with the recording thereof in the commercial register (notary, commercial register,

publications, merger report, merger audit, shareholders' merger meetings, advice, land transfer tax) shall be borne by the Corporation. These merger expenses are estimated at an aggregate amount of EUR 33 million.

- (4) In accordance with the Merger Agreement between ProSieben Media Aktiengesellschaft, SAT.1 Holding GmbH and the Corporation dated July 10, 2000, ProSieben Media Aktiengesellschaft transferred its entire assets together with all rights and obligations to the shareholders of ProSieben Media Aktiengesellschaft to the Corporation concurrently upon dissolution without liquidation pursuant to Section 2 paragraph 1 of the German Conversion Act (Merger) in consideration for the granting of 70,000,000 registered shares of common stock and 70,000,000 bearer shares of preferred stock in the Corporation.

In accordance with the Merger Agreement between ProSieben Media Aktiengesellschaft, SAT.1 Holding GmbH and the Corporation dated July 10, 2000, SAT.1 Holding GmbH transferred its entire assets together with all rights and obligations to the shareholders of SAT.1 Holding GmbH to the Corporation concurrently upon dissolution without liquidation pursuant to Section 2 paragraph 1 of the German Conversion Act (Merger) in consideration for the granting of 27,243,200 registered shares of common stock and 27,243,200 bearer shares of preferred stock in the Corporation.