

# SIGNIFICANT EVENTS AND CHANGES IN THE SCOPE OF CONSOLIDATION

ProSiebenSat.1 Group enhanced its segment reporting during the year in order to be even more focused and more synergistic. In this context, Red Arrow Studios' program production and distribution business, as well as the digital media and entertainment company Studio71, were integrated into the Entertainment segment at the beginning of 2021. The Dating & Video segment corresponds to the former ParshipMeet Group segment and remains unchanged in its composition compared to the end of 2020. The Dating & Video segment was reported as the Dating segment in the first three quarters of the financial year 2021 and renamed Dating & Video in the fourth quarter. This takes account of ParshipMeet Group's business areas. The Commerce & Ventures segment includes the entities of NuCom Group as well as the investment arm SevenVentures with SevenAccelerator. The portfolio of the SevenGrowth investment vehicle with brands such as markt guru and wetter.com is also pooled here. As of December 31, 2021, the Group therefore reports in the three segments Entertainment, Dating & Video and Commerce & Ventures.

## → Organization and Group Structure

With this new segmentation, ProSiebenSat.1 is continuing the consistent alignment of the Group to synergy and value creation. Important foundations for the future were also laid in 2021 with regard to the personnel composition of the Executive Board and the Supervisory Board. Thus, on December 6, 2021, the Supervisory Board made a range of decisions regarding the composition of the Supervisory Board and Executive Board of ProSiebenSat.1 Media SE: The Chairman of the Supervisory Board, Dr. Werner Brandt, will not stand for re-election as a Supervisory Board member at the Annual General Meeting on May 5, 2022. The Supervisory Board intends to elect Dr. Andreas Wiele, formerly Executive Board member at Axel Springer SE, Berlin, Germany ("Axel Springer"), as its new Chairman and thus successor to Dr. Brandt after the next Annual General Meeting. Dr. Wiele has already belonged to the Supervisory Board since February 13, 2022, as a court-appointed member. He succeeds Adam Cahan, who resigned his post in November 2021 to take on a new role as CEO of the technology company PAX Labs, Inc., California, USA ("PAX Labs"). The Supervisory Board will propose to the next Annual General Meeting that Dr. Wiele be confirmed as Supervisory Board member. Bert Habets, formerly CEO of RTL Group S.A., Luxembourg ("RTL Group"), will also be nominated as another new Supervisory Board member.

There were also changes at Executive Board level: The Supervisory Board renewed Rainer Beaujean's contract for five years effective July 1, 2022. With this contract extension, he was appointed Group CEO, effective January 1, 2022. In addition, Ralf Peter Gierig, previously Deputy Group CFO, became the new Group CFO of ProSiebenSat.1 Media SE effective January 1, 2022. He was given a three-year contract until December 31, 2024. Since January 1, 2022, ProSiebenSat.1 Media SE's Executive Board team has therefore comprised Group CEO Rainer Beaujean and members Christine Scheffler, Wolfgang Link and Ralf Peter Gierig.

ProSiebenSat.1 aims to grow sustainably in all segments. This strategy also reflects the management of the Company with its focus on long-term increase in value and profitability. The Group can use a broad range of investment opportunities. In the past financial year, the ventures portfolio has been a particular focus: The IPO of ABOUT YOU Holding SE, Hamburg, Germany ("ABOUT YOU") on June 16, 2021, exemplifies how ProSiebenSat.1 Group sustainably develops consumer-oriented, digital growth companies through individually tailored investments in the form of media services. Already in September 2016, SevenVentures invested in the online fashion retailer as its first external investor with a media-for-equity investment. Since then, ProSiebenSat.1 has

helped the company to achieve great brand awareness in the German-speaking region (Germany, Austria, Switzerland) with targeted advertising campaigns on ProSiebenSat.1 Group's high-reach platforms. Even after the IPO of ABOUT YOU, ProSiebenSat.1 remained invested via SevenVentures as a shareholder and continued its media partnership.

In accordance with the best-owner principle, ProSiebenSat.1 Group regularly evaluates its investments and performs an open-ended analysis of the growth and synergy potential of its portfolio companies. Against this backdrop, NuCom Group, in which General Atlantic PD GmbH, Munich, Germany ("General Atlantic") holds a 28.4% stake, sold its 97.8% share in Sonoma Internet GmbH ("Amorelie") to a subsidiary of the EQOM Group, Veendam, Netherlands ("EQOM Group") on October 1, 2021. The transaction took economic effect on December 30, 2021, so the deconsolidation also took place as of this date. After ProSiebenSat.1 Group raised awareness of Amorelie, an online shop for sensual lifestyle and erotic products, in the German-speaking region (Germany, Austria, Switzerland) through TV advertising in the past seven years, it is no longer the best owner for the further internationalization and thus the next development stage of the company.

By agreement of November 15, 2021, and effective as of the same date, Red Arrow Studios, ProSiebenSat.1 Group's production and distribution business, also sold its majority stake of 62.5% in the US film distributor Gravitas Ventures LLC, Wilmington, Delaware, USA ("Gravitas"), to Anthem Sports & Entertainment Inc., Toronto, Canada ("Anthem"), a global multi-platform media company. Gravitas distributes in particular independent films and documentaries to international digital platforms. The transaction is based on a purchase price of USD 73 million and an additional component in the form of common shares. This decision reflects the orientation of ProSiebenSat.1 Group's Entertainment segment, which is clearly focused on the German-speaking region (Germany, Austria, Switzerland) as its core market.

ProSiebenSat.1 Group practices active financial management and uses various financing instruments. In this context, the Group already repaid the EUR 600 million note originally maturing in April 2021 ahead of time at nominal value (plus interest accrued up to this repayment date) from cash on January 15, 2021, after the Company exercised its three-month termination right under the terms and conditions of the note in December 2020. In addition, the Group used the currently attractive conditions on the capital market in the past financial year to implement a new refinancing measure: At the beginning of October 2021, ProSiebenSat.1 Media SE successfully concluded new promissory notes totaling EUR 700 million with tenors of four, six, eight, and ten years. The volume-weighted tenor of the new promissory loan offering over the four tenors is around 5.9 years. ProSiebenSat.1 thus further extended and diversified the debt maturity profile of its financing instruments. The proceeds from the promissory notes were used to prepay existing term loans under the senior facilities agreement ahead of schedule on October 8, 2021. The prepayment amount totaled EUR 900 million, reducing the Group's term loans from EUR 2.1 billion to EUR 1.2 billion. Due to the good development of cash flows in 2021, the Group has also been able to position itself solidly in the long term and to sustainably reduce its gross debt.

→ **Borrowings and Financing Structure**