ProSiebenSat.1 Group

January 1 to June 30, 2012

Quarterly Report Q2 2012

INTERIM GROUP MANAGEMENT REPORT

INTERIM CONSOLIDATED FINANCIAL STATEMENTS

ADDITIONAL INFORMATION

Q2 2012 AT A GLANCE

The ProSiebenSat.1 Group continued its revenues growth in the second quarter of 2012. We benefited primarily from our strategic growth initiatives: New TV stations in Germany and Northern Europe, the sale of advertising time in exchange for revenues or equity shares, our production and programming sales subsidiary and the games unit were the main revenues drivers. In our core business of Free-TV, the Northern European stations in particular again generated high rates of growth. In the German-speaking region, TV advertising revenues remained approximately stable after a strong prior-year quarter. Overall, we succeeded in further strengthening our core business, free TV, and expanding our diversification activities. The ProSiebenSat.1 Group increased its consolidated revenues in the second quarter by 4.5% to EUR 723.3 million. Recurring EBITDA grew by 2.0% to EUR 243.5 million. In addition, lower financing costs had a positive impact on net profit. Net financial debt improved considerably and, with EUR 2.034 billion, was EUR 807.6 million below the previous year´s level. As a result, we have a solid operating and financial basis.

OUR TARGETS AT A GLANCE

We confirm our full-year outlook for 2012 and are targeting an increase in Group revenues in the mid-single-digit percentage area. With regard to recurring EBITDA, we expect to exceed the previous year's result. Our objective is to strengthen our leading market position in the TV business, at the same time generating significant revenues growth on the basis of systematic diversification in related business areas. Overall, in comparison to continuing operations in 2010, we have identified additional revenues potential for the Group totaling EUR 750 million by 2015. By 2015, 50% of total revenues will be generated outside traditional TV advertising in Germany.

PROSIEBENSAT.1 AT A GLANCE:

The ProSiebenSat.1 Group was established in 2000 as the largest TV company in Germany. Today, we are present with our services in ten countries and rank among Europe's leading media groups. Every day we reach more than 62 million TV households with our 29 TV stations – including online and mobile, around the clock and in all parts of the world. Our headquarters are located in Unterföhring near Munich. ProSiebenSat.1 Media AG is listed in Germany and employs over 4,000 staff across the Group. In 2011, we generated annual revenues from continuing operations of EUR 2.756 billion and recurring EBITDA of EUR 850.0 million. This makes the ProSiebenSat.1 Group one of the largest and most profitable media corporations in Europe.

KEY FIGURES AT A GLANCE

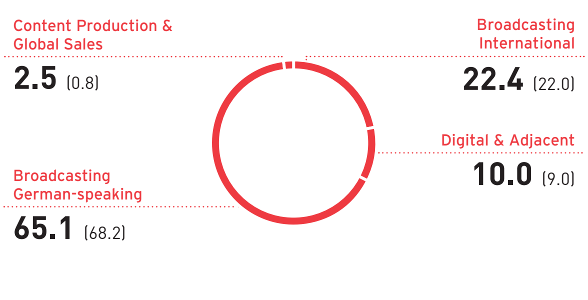
EUR m	Q2 2012	Q2 2011	H1 2012	H1 2011
Revenues	**723.3**	692.2	**1,358.1**	1,288.0
Total costs	**555.8**	518.6	**1,081.4**	1,029.4
Operating costs[1]	**483.0**	455.6	**977.9**	922.6
Consumption of programming assets	**257.4**	273.6	**530.7**	535.6
Recurring EBITDA[2]	**243.5**	238.7	**385.1**	368.7
EBITDA	**206.7**	210.4	**343.9**	337.9
Financial result	**-46.5**	-55.7	**-82.2**	-94.6
Profit before income taxes	**124.2**	120.0	**199.4**	167.3
Consolidated net profit (after non-controlling interests)	**83.9**	81.8	**134.7**	115.6
Underlying net income[3]	**121.5**	95.3	**176.0**	129.1
Investments in programming assets	**241.3**	232.2	**584.6**	581.1
Free cash flow	**145.4**	151.4	**33.8**	5.7
Cash flow from investing activities	**-260.8**	-258.2	**-638.9**	-620.2

EUR m	06/30/2012	06/30/2011
Programming assets	**1,573.8**	1,503.5
Equity	**1,358.0**	1,202.4
Equity ratio (in %)	**27.4**	19.1
Cash and cash equivalents	**304.1**	881.8
Leverage[4]	**2.3**	3.1
Net-financial debt	**2,034.4**	2,842.0
Employees[5]	**4,224**	4,302

1 Total costs excl. D&A and non-recurring expenses
2 EBITDA before non-recurring (exceptional) items
3 Consolidated profit for the period, before the effetcs of purchase price allocations and non-cash currency valuation effects as well as provisions in the context of the antitrust proceedings in 2012
4 Ratio of nebt financial debt to recurring EBITDA
5 Full-time equivalents at the reporting date from continuing operations

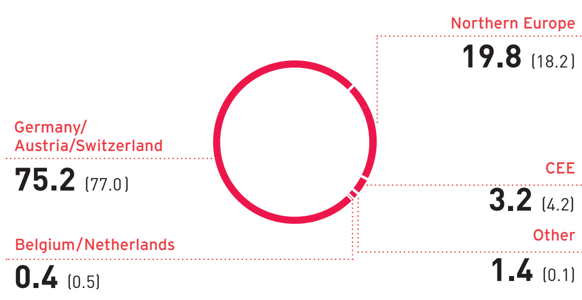
REVENUES BY SEGMENTS

in percent, previous year figures Q2 2011 in parentheses



REVENUES BY REGIONS

in percent, previous year figures Q2 2011 in parentheses



Explanation of reporting principles: The figures for the second quarter or the first half-year of 2011 relate to the key figures from continuing operations in line with IFRS 5. The results of the companies deconsolidated in 2011 including the deconsolidation result are combined and reported separately after taxes as the result from discontinued operations. In the first half-year of 2012, there were no discontinued operations.

INTERIM GROUP MANAGEMENT REPORT

In the first half-year 2012, the ProSiebenSat.1 Group continued to strengthen its core business and invested in promising growth areas. This is an overview of the most important events.

H1 2012 OVERVIEW

COMPANY

MARCH.....**Additional distribution agreements concluded for HD and pay TV stations.** Since March 1, 2012, all HD and pay TV offers across the ProSiebenSat.1 Group have been included in Deutsche Telekom's AG IPTV Entertain package. Since February 1, NetCologne has been broadcasting the Group's German HD und pay TV stations. ProSiebenSat.1 generates additional revenues through the transmission of its HD stations. The company participates in the technical access fees, which the cable and telecommunication providers charge for providing the HD packages.

MAY.....**Annual General Meeting decides on dividend of EUR 1.17 per preference share.** The ProSiebenSat.1 Media AG Annual General Meeting took place on May 15, 2012 in the Event Arena of Munich's Olympiapark. The shareholders approved a dividend payout for the 2011 financial year of EUR 1.17 per bearer preference share entitled to dividend as well as EUR 1.15 per registered common share entitled to dividend. The dividend was paid out on May 16. All proposed resolutions were adopted unanimously.

MAY.....**New Supervisory Board members appointed.** The Annual General Meeting appointed Mr. drs. Fred Th. J. Arp, CFO of Telegraaf Media Groep N.V., and Mr. Stefan Dziarski, Investment Professional at Permira Beteiligungsberatung GmbH, to the ProSiebenSat.1 Group's Supervisory Board. They succeed former Supervisory Board members Herman M. P. van Campenhout and Robin Bell-Jones.

MARCH.....(a) **New TV station acquired in Austria.** In March 2012, ProSiebenSat.1 purchased the private station Austria 9. After a station relaunch, the station went on air on July 3 with a new name and design. Since then the station sixx Austria, positioned as a women's channel, has complemented the Austrian station portfolio and offers Austria's women first-class entertainment. Alongside SAT.1 Austria, ProSieben Austria, kabel eins austria and PULS 4, sixx Austria is the fifth ProSiebenSat.1 station in Austria and will contribute to extending further the existing market leadership.

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BROADCASTING GERMAN-SPEAKING

MAY.....(b) **ProSiebenSat.1 secures attractive US licensing rights.** The ProSiebenSat.1 Group's German stations will continue to offer their viewers successful US series and feature films in the years to come. In the first half of the year, the company acquired several extensive license packages from Hollywood studios. The agreements secure ProSiebenSat.1 Media AG access to blockbusters such as "Lord of the Rings" (Warner Bros.) and successful US series "Navy CIS" (CBS Studios). But also new titles like US series "Hannibal" (Gaumont International Television) will be shown on the German ProSiebenSat.1 stations as a result of the agreements.

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JANUARY.....(c) **New TV station in Norway.** In Norway a new station went on air in January - VOX. The channel is aimed primarily at viewers over 30. In addition to TV classics, it also broadcasts current movies, series and comedy formats. In the first half of the -year, VOX already achieved a market share of 1.0%. The Norwegian station group is thus expanding its good position.

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BROADCASTING INTERNATIONAL

JUNE..... **Scandinavia achieves record figures in the audience market.** In the first six months of the year, the ProSiebenSat.1 Group significantly expanded its audience share in all Nordic countries. The Danish stations had the best six months in their history with an increase of 2.7 percentage points. The Norwegian stations gained 1.9 percentage points. Finland (+1.3 percentage points) and Sweden (+0.6 percentage points) also posted a very good development. As well as by successful programs, this strong growth was driven by new stations such as MAX and VOX in Norway.

JUNE.....(d) **New radio stations strengthen Danish portfolio.** In June, the Danish SBS radio group purchased three new stations – Radio 100, Radio Klassik and Radio Soft – and with them becoming market leader. In Sweden, the radio stations belonging to the ProSiebenSat.1 Group continued to expand their market share in the second quarter and thus also became the market leaders.

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JANUARY..... **Exclusive games agreement with Sony.** At the beginning of the year, ProSiebenSat.1 secured exclusive European licenses for eight Sony Online Entertainment online games. The first game, "DC Universe Online", is already available. The strategic partnership of many years makes ProSiebenSat.1 Games a leading European provider in the online games business. This unit is an important growth driver in the Digital & Adjacent segment.

FEBRUARY..... **maxdome and Panasonic combine video-on-demand and TV.** Since February, owners of a Panasonic generation 2012 VIERA TV can access maxdome directly, without having to use a set-top box. In recent months cooperation agreements have been concluded with many well-known device manufacturers. This means that maxdome can now be accessed via almost all new hybrid TV sets.

DIGITAL & ADJACENT

MARCH.....(e) **Agreement with Warner – 1,000 new feature films for maxdome.** For its online video library maxdome, the ProSiebenSat.1 Group acquires an extensive rights package. This expands the library of Germany's largest video-on-demand portal by more than 1,000 feature films. The agreement secures maxdome top movies such as "Lord of the Rings" and "Troy", as well as classics such as "Cat on a Hot Tin Roof". In February the Group had already concluded a feature film deal, acquiring over 250 feature films from Twentieth Century Fox for maxdome.

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MARCH..... **Successful online first-starts on MyVideo.** The video community MyVideo continues to expand its range of professional content. As of 2012, this includes "online first" offers, in which TV series are first shown online. MyVideo generated over 15 million video views with the first season of US hit series "Spartacus". The prequel and the second season can be seen on MyVideo starting June 2012. ProSieben shows the series four weeks after the online-first premiere – likewise with excellent ratings.

MAY..... **ProSiebenSat.1 brings new pay TV station to air.** As of the beginning of May, ProSieben has also extended its pay TV offer. ProSieben FUN shows a young, varied range of programming and is primarily targeted at viewers aged between 14 and 39. Following SAT.1 emotions and kabel eins CLASSICS, ProSieben FUN is the third German pay TV station and gives the Group access to additional audiences.

APRIL..... **"My Man Can" sold to Great Britain.** Red Arrow International (formerly SevenOne International) has sold the SAT.1 show "My Man Can" to ITV, Great Britain's largest private station. This is only the second German TV show to make it onto British television after "Beat The Host". The ITV adaptation will be produced by CPL, a subsidiary of the Red Arrow Entertainment Group in London. SAT.1 show "My Man Can" is a worldwide TV hit: around 30 international TV stations have secured the broadcast rights.

CONTENT PRODUCTION & GLOBAL SALES

MAY..... **New production company acquired in Great Britain.** Great Britain is one of the most important TV markets in the world. For this reason, the Red Arrow Entertainment Group acquired three more majority stakes in British production companies in the first half of 2012. CPL (acquired in March) specializes in the development and production of TV shows. NERD (acquired in May) mainly produces reality and comedy formats. ENDOR Productions (acquired in March) is one of the best known production companies in fictional programming. This puts Red Arrow Entertainment in an excellent strategic position in Great Britain.

MAY.....(f) **Red Arrow Entertainment enters Israeli TV market.** In May, Red Arrow acquired a majority in the Israeli production company "July August Productions". The new subsidiary specializes in the development and production of TV shows, series and feature films. The entry into the Israeli television market gives Red Arrow new opportunities for growth: the country is among the most productive and creative TV markets in the world. All productions from "July August" will become part of Red Arrow International's sales portfolio.

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The Group and its Environment

Economic Environment

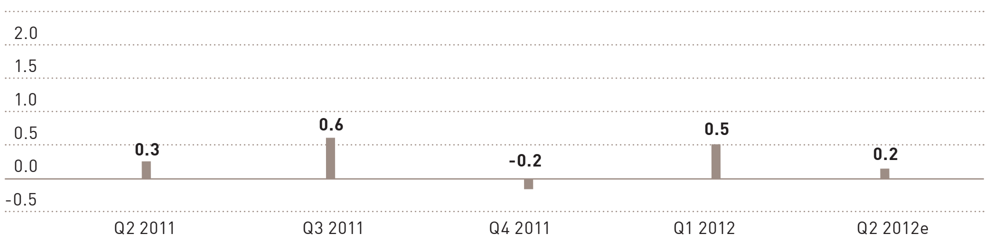
After a brief economic upturn at the end of 2011 and the first months of 2012, the global economy again lost some momentum towards the middle of the year. This was triggered primarily by the sovereign debt crisis in the euro zone. The International Monetary Fund (IMF) forecasts a global economic growth of +3.5% for 2012 (2011: +3.9%), 0.4 percentage points less than in the previous year. This is against the backdrop of weaker economic data from Europe and signs of declining economic momentum in the USA and in China.

The prospects for Europe and the euro zone remain modest. In the first quarter of 2012, Eurostat, the Statistical Office of the European Union, reported zero growth compared to the previous quarter for both regions. Forecasts for the second quarter are similarly cautious. The ifo Institute anticipates a real minus of 0.2% for the euro zone in comparison with the previous quarter.

In the first quarter of 2012, the German economy posted a 0.5% increase in gross domestic product (GDP) compared to the previous quarter, thus performing somewhat better than the majority of its European neighbors. Positive stimulus came mainly from foreign trade, but private consumption, good employment market data and rising household incomes also had a positive impact on the economy. Somewhat weaker performance is expected for the second quarter. The ongoing uncertainty in connection with the euro debt crisis could have a greater impact on the German economy than before. The most important trend indicator for the German economy, the ifo Business Climate Index, fell recently. Nonetheless, the fundamental conditions for Germany remain positive. For the second quarter, the German Institute for Economic Research (DIW) expects growth of 0.2% compared to the previous quarter despite the difficult European environment.

DEVELOPMENT OF THE GROSS DOMESTIC PRODUCT IN GERMANY

In percent, change vs. previous quarter



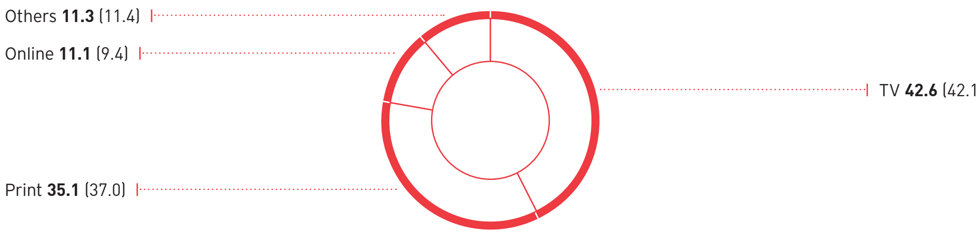
Source: Destatis; Q2 2012e: Estimates DIW.

Development of the Advertising Markets

According to Nielsen Media Research's gross figures, at EUR 5.30 billion investments in the German TV advertising market in the first half of the year 2012 were 4.4% higher than in the previous year (EUR 5.08 billion). The second quarter of 2012 was appreciably weaker than the first quarter of 2012 (+7.7% vs. Q1 2011) with growth of 1.5% to EUR 2.73 billion (previous year: EUR 2.69 billion). However, TV again considerably increased its share in the overall advertising market, gaining in the media mix in the second quarter of 2012 primarily at the expense of print, as the following chart shows:

MEDIA MIX GERMAN GROSS ADVERTISING MARKET IN THE SECOND QUARTER

In percent, previous year figures Q2 2011 in parentheses

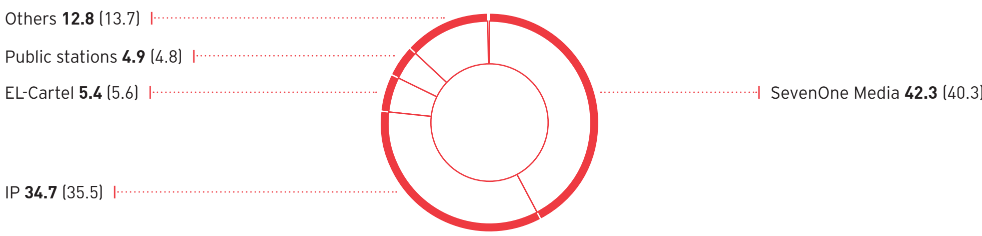


Source: Nielsen Media Research. Deviation from 100 percent due to rounding.

With a gross market share of 42.3% (previous year: 40.3%), SevenOne Media, the ProSiebenSat.1 Group's sales company, further extended its market leadership in the second quarter of 2012.

GERMAN GROSS TV ADVERTISING MARKET SHARES IN THE SECOND QUARTER

In percent, previous year figures Q2 2011 in parentheses



Source: Nielsen Media Research, SevenOne Media excl. N24 and 9Live. Deviation from 100 percent due to rounding.

On the basis of the Nielsen analysis, the ProSiebenSat.1 Group generated gross advertising revenues of EUR 2.25 billion in the first half of 2012 (previous year: EUR 2.09 billion). In the second quarter of 2012, the ProSiebenSat.1 Group's gross revenues in Germany were EUR 1.16 billion (previous year: EUR 1.09 billion). Gross advertising investments allow only limited conclusions to be drawn on actual advertising revenues, as they do not take into account discounts, self-promotional advertising and agency commissions.

Moreover, the gross figures from Nielsen Media Research also include TV spots from media-for-revenue-share and media-for-equity deals, which ProSiebenSat.1 recognizes in the Digital & Adjacent segment rather than the Broadcasting German-speaking segment. The ProSiebenSat.1 Group introduced the media-for-revenue-share and media-for-equity-share revenue models in 2009. Under these models, ProSiebenSat.1 invests media services in return for a revenue or equity share in start-up companies.

In the first half of the year 2012, the ProSiebenSat.1 Group generated EUR 127.7 million gross by selling online advertising space, well ahead of IP Deutschland, its direct competitor, with EUR 81.3 million. In the second quarter of 2012, the ProSiebenSat.1 Group's online revenues were EUR 69.8 million. SevenOne Media achieved gross revenues of EUR 24.2 million in the second quarter of 2012 by selling online video advertising, once again confirming its market leadership. The volume of the online video advertising market was EUR 108.0 million in the first half of the year and EUR 56.6 million in the second quarter of 2012. Overall, the German online advertising market, which includes video advertising alongside traditional banner marketing, generated gross revenues of EUR 1.33 billion in the first half of 2012, EUR 710.5 million of which in the second quarter.

In the international advertising markets in which the ProSiebenSat.1 Group operates with its TV stations, again Norway (+6.4%) and Sweden (+11.6%) posted considerable revenue growth in the second quarter of 2012. Although the advertising market in Denmark strongly decreased by 9.3% in the second quarter, the ProSiebenSat.1 Group´s Danish stations could increase their market share against the market trend and gained 3.0 percentage points to 19.0%. Hungary and Romania were again below the level of the previous year due to a weak economy.

DEVELOPMENT OF TV ADVERTISING MARKETS

In percent	Change from previous year Q2 2012	Change from previous year H1 2012
Germany	1.5	4.4
Austria	5.0	7.5
Switzerland	-0.9	1.3
Norway	6.4	7.5
Sweden	11.6	6.7
Denmark	-9.3	-4.3
Finland	-1.1	1.6
Hungary	-28.9	-24.1
Romania	-23.9	-22.3

Some of the data presented is based on gross figures and therefore only provide a limited idea of what the associated net figures will prove to be. **Germany:** gross, Nielsen Media Research. **Austria:** gross, Media Focus. **Switzerland:** gross, Media Focus. **Norway:** net, IRM. **Sweden:** net, IRM. **Denmark:** net, DRR B. **Finland:** net, TNS Media Intelligence. **Hungary:** net, own calculations. **Romania:** net, own calculations.

Development of Audience Share

As expected, the European Football Championship strongly influenced the German audience market in the second quarter of 2012. While ARD (+4.7 percentage points) and ZDF (+5.2 percentage points) made significant gains in comparison with last year due to their broadcast of the championship, all German private TV stations had to cede audience share in June, the month of the European Football Championship 2012.

In June, the German ProSiebenSat.1 stations were 5.6 percentage points below the previous year (29.9%) with a market share of 24.3%. However, with the exception of the football month of June, the station group consistently achieved ratings higher than the previous year in the first half of 2012, thus compensating for the influence of the European Football Championship. In the first half of the year, the combined market share was 28.1%, nearly at the same level as last year (28.2%). Adjusted for the influence of the European Football Championship, the four stations achieved a market share of 28.9% in the first half of the year, up 0.9 percentage points compared to the previous year´s period (28.0%). The European Football Championship 2012 had a bigger impact in the second quarter, resulting in a combined market share for SAT.1, ProSieben, kabel eins and sixx of 27.6% (previous year: 29.2%).

In contrast, the ProSiebenSat.1 Media AG stations in all Nordic markets and in Austria made considerable gains both in the second quarter and also in the first half of the year. The influence of the European Football Championship was barely noticeable there, as most of the countries were not taking part or, like Denmark and Sweden, went out in the first round.

In Austria, SAT.1 Österreich, ProSieben Austria, kabel eins austria and PULS 4 increased their combined market share by 0.5 percentage points to 21.3% (previous year: 20.8%) in the second quarter. The four stations thus continued to extend their lead over their other private competitors. PULS 4 made a particular contribution to the higher ratings with a significant upturn of 0.5 percentage points and a market share of 3.7% (previous year: 3.2%).

In Denmark, Kanal 4, Kanal 5, 6´eren and The Voice achieved a very good result with growth of 3.0 percentage points to 19.8%. In terms of the first half of the year, the Danish station group posted the best combined market share in its history with 18.9% (previous year: 16.2%).

In Norway, TVNorge, FEM, MAX and VOX combined reached 19.0% (previous year: 17.7%) in the second quarter. This is an increase of 1.3 percentage points. The strong growth is primarily attributable to the successful introduction of new TV stations such as MAX and VOX. Both stations have grown rapidly and continuously since their foundation. VOX went on air for the first time in January 2012 and has already achieved a market share of 1.4% in the second quarter of the year. MAX, founded in November 2010, was at 3.5% between April and June (previous year: 2.5%).

The ProSiebenSat.1 Group also expanded its market share in Sweden in the second quarter. Kanal 5 and Kanal 9 achieved 15.4% combined (previous year: 15.0%). The key factor for this increase was the growth of Kanal 5. The Swedish station focuses on the target group of 14 to 44 year olds and gained 0.7 percentage points in the second quarter, taking its share to 12.8%.

In recent years, the ProSiebenSat.1 Group has founded numerous TV stations in order to access new audience groups and further expand the marketing portfolio. Most recently, ProSiebenSat.1 purchased Austrian TV station Austria 9 in March 2012. After a relaunch, the station went on air at the beginning of July 2012 with a new design and a new name. Since then the station sixx Austria, positioned as a women's channel, has complemented the Austrian station portfolio and will make a contribution to further expanding the existing market leadership.

AUDIENCE MARKET SHARES OF PROSIEBENSAT.1 FREE TV STATIONS BY COUNTRIES

In percent	**Q2 2012**	Q2 2011	**H1 2012**	H1 2011
Germany	**27.6**	29.2	**28.1**	28.2
Austria	**21.3**	20.7	**20.7**	20.0
Switzerland	**15.1**	17.2	**14.6**	16.8
Denmark	**19.8**	16.8	**18.9**	16.2
Finland	**6.2**	4.9	**5.8**	4.5
Norway	**19.0**	17.7	**18.8**	16.9
Sweden	**15.4**	15.0	**14.0**	13.4
Hungary	**19.2**	21.5	**18.7**	21.1
Romania	**6.1**	8.0	**6.2**	7.7

Figures for Germany, Austria and Switzerland are based on 24 hours (Mon-Sun). Audience shares in the other countries are based on extended prime time (RO, FI: 6 pm to midnight/SE, NO, DK, HU: 5 pm to midnight). **Germany:** SAT.1, ProSieben, kabel eins and sixx; key demographic age 14-49; sixx: Data released only from February 2011. In the 2011 calculation, 0 is used for the calculation of January. **Austria:** SAT.1 Österreich, ProSieben Austria, kabel eins austria and PULS 4; key demographic age 12-49. **Switzerland:** SAT.1 Schweiz, ProSieben Schweiz, kabel eins Schweiz; key demographic age 15-49. All data are based on daily weighting and since 2011 include solely the use of the Swiss signal/program window. **Norway:** TVNorge, FEM, MAX, The Voice (to January 22, 2012), VOX (from January 23, 2012); key demographic age 12-44. **Sweden:** Kanal 5, Kanal 9; key demographic age 15-44. **Denmark:** Kanal 4, Kanal 5, 6'eren, The Voice; key demographic age 15-50, based on 14 advertising-financed TV stations. **Finland:** TV5, The Voice; key demographic age 15-44. **Hungary:** TV2, FEM3, PRO4 (from March 2011); key demographic age 18-49. **Romania:** Prima TV, Kiss TV; key demographic age 15-44. Due to methodological changes it is not possible to compare the date of 2011 and 2012.

In the second quarter 2012, the ProSieben-Sat.1 stations surprised their audiences with big shows, exciting documentaries and many film and series highlights.

TV HIGHLIGHTS Q2 2012

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MAJOR FINAL.....(a) May 19 at 11.17 p.m., **UEFA Champions League** final, penalty shoot outs: At this moment, nearly 70 percent of all 14 to 49 year olds are sitting transfixed in front of the television and have to watch as FC Bayern München go out to Chelsea on penalties. The match was a massive TV event in Germany all the same – a total of 59.1% watched the "final dahoam".

POPULAR TOP FORMATS.....(b) For her it's all about a big career – for him it's big money. **"Germany's Next Topmodel – by Heidi Klum"** (up to 19.3%) and "Schlag den Raab" (up to 25.0%) remained among the most successful shows on ProSieben in the second quarter.

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CRUCIAL CHANGE.....(c) These young people can no longer cope in their usual surroundings. **"Die strengsten Eltern der Welt"** ("The Strictest Parents in the World") offer them a new chance – far removed from everything the teenagers are familiar with. With a market share of up to 11.0%, the fourth season of the kabel eins documentary was the strongest since it was first broadcast in 2009.

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BLOODY HIT.....(d) The US series **"Vampire Diaries"** was one of the most successful shows on sixx in the second quarter. The women's station showed episodes from the third season as an exclusive preview every Thursday. Up to 2.7% of 14 to 49 year olds tuned in.

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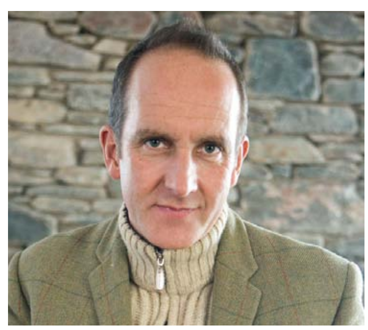
CREATIVE DESIRES.....(e) Architect Kevin McCloud makes his customers' dreams come true: He turns normal houses into real architecture highlights. The show **"Drømmedesign"** ("Grand Designs"), all about dream houses, achieved a very good market share of up to 3.8% on the Norwegian station VOX.



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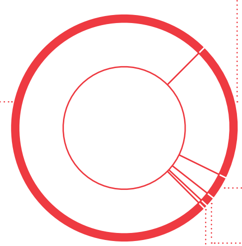
Business Performance

Impact of General Conditions on Business Performance

After a positive start to the year, the risks of an economic downturn in the course of the second quarter of 2012 have increased. However, up to now - with the exception of the Eastern European markets - this had no impact on the business performance of the ProSiebenSat.1 Group. The Northern European countries continued to show high growth momentum in the second quarter of the year. All four countries in the Northern European station portfolio contributed to this revenue growth, whereby Norway and Sweden in particular posted increased TV advertising revenues and benefited from a growing market environment. In the German-speaking TV markets, revenues of ProSiebenSat.1 were almost stable after strong comparative figures in the previous year: While the Group's German TV advertising revenues declined slightly, revenues from TV advertising in Austria and Switzerland increased. In the Eastern European markets, the declining market environment had a negative impact on willingness to invest in TV advertising, with the result that the ProSiebenSat.1 Group's advertising revenues were below the previous year as well. In the second quarter of the year overall, the Group generated 75.2% (previous year: 77.0%) of its revenues in the German-speaking region and 19.8% (previous year: 18.2%) in its Northern European markets.

REVENUES BY REGIONS IN THE SECOND QUARTER

in percent, previous year figures Q2 2011 in parentheses



The ProSiebenSat.1 Group generates most of its revenues in the euro zone. However, in Switzerland as well as in some of the Northern and Eastern European markets, the revenue and earnings performance of the Group and its segments is influenced by exchange rate fluctuations in the translation of foreign currencies into the "Group currency", the euro. In the reporting period, translation effects had no significant impact on earnings, financial position and performance.

Development of audience shares, page 9.

In addition to economic conditions, the ProSiebenSat.1 Group's revenue performance correlates with success in the audience market. Despite the expectedly strong impact of the European Football Championship in the second quarter of 2012, the German ProSiebenSat.1 stations achieved ratings consistently higher than in the previous year – with the exception of the football-dominated month of June in the first half of this year – offsetting the influence of the European Football Championship. The ProSiebenSat.1 stations in all Nordic markets made considerable gains in audience shares, both in the second quarter and over the first half of the year.

Changes in the Scope of Consolidation and Explanation on Reporting Principles

In the first half-year of 2012, there were no events which had a significant impact on the earnings, financial position and performance of the Group and its segments. However, in the period between January and June 2012, the ProSiebenSat.1 Group extended its portfolio with strategic acquisitions and partnerships. For example, the Group advanced the international expansion of its program production business with the acquisition of production companies from the UK and Israel. The following table gives a chronological overview of the individual portfolio measures in the first half of 2012 and in the comparable period of the previous year:

PORTFOLIO MEASURES AND CHANGES IN THE SCOPE OF CONSOLIDATION IN THE FIRST HALF-YEAR 2012

Broadcasting German-speaking segment	Acquisition of the private Austrian station Austria 9 in March 2012 (Relaunch as sixx Austria on July 3, 2012) › Fully consolidated since April 2012
Broadcasting International segment	Launch of new TV station VOX in Norway in January 2012 Acquisition of three new radio stations (Radio 100, Radio Klassik and Radio Soft) by the Danish SBS radio group in June 2012 › Affiliated companies, not consolidated
Digital & Adjacent segment	Foundation of the SugarRay creative agency (wholly owned subsidiary) › Fully consolidated since February 2012 Majority interest in the Munich-based digital marketing agency Booming GmbH, specialized in SEM/SEO in May 2012 › Fully consolidated since May 2012 Launch of the new pay TV station ProSieben FUN in June 2012
Content Production & Global Sales segment	Majority interest in British production company CPL Productions in February 2012 › Fully consolidated since March 2012 Majority interest in the British TV and film production company Endor Productions in March 2012 › Fully consolidated since April 2012 Majority interest in the British production company New Entertainment Research and Development Limited (NERD TV) in May 2012 › Fully consolidated since June 2012 Majority interest in the Israeli production company July August Productions in May 2012 › Fully consolidated since June 2012

PORTFOLIO MEASURES AND CHANGES IN THE SCOPE OF CONSOLIDATION IN THE FIRST HALF-YEAR 2011 (ACCORDING TO THE NEW SEGMENT STRUCTURE)

Broadcasting International segment	Launch of the free TV station PRO4 in Hungary in January 2011 Sale of the TV activities in Belgium and the Netherlands › Deconsolidation of the activities in Belgium in June 2011 › Deconsolidation of the activities in the Netherlands in July 2011
Digital & Adjacent segment	Acquisition of a further 50% of maxdome › Fully consolidated since January 2011 Majority interest in Covus Games GmbH, operator of browsergames.de and 100% acquisition of burda:ic › Full consolidation of Covus Games since May 2011, burda:ic since July 2011 Discontinuation of live broadcast of the call TV station 9Live as of May 31, 2011
Content Production & Global Sales segment	Majority interest in the British production company, The Mob Film Holdings Limited. › Fully consolidated since April 2011

At the beginning of 2012 the ProSiebenSat.1 Group aligned its segment structure to its four-pillar growth strategy and has since reported in the following four segments:

- **"Broadcasting German-speaking":** The four German stations, SAT.1, ProSieben, kabel eins and sixx, bundled under the umbrella of ProSiebenSat.1 TV Deutschland GmbH as well as our Group subsidiaries in Austria and Switzerland are consolidated in the "Broadcasting German-speaking" segment. The sales companies SevenOne Media and SevenOne AdFactory as well as the ProSiebenSat.1 production and the SAT.1 regional companies are also reported in this segment.

- **"Broadcasting International":** The TV stations in Northern Europe (Denmark, Finland, Norway and Sweden) and in the Central and Eastern European region (Hungary, Romania) form the "Broadcasting International" segment. Since 2012, all radio stations, previously combined in the "Diversification" reporting segment, are also reported in this segment.

- **"Digital & Adjacent":** As a TV company, we own an extensive stock of premium video content that we can use on all platforms from TV to mobile, online and video-on-demand. Business activities in the digital media area, such as Online, Pay-TV, Video-on-Demand or HbbTV are consolidated in the "Digital & Adjacent" segment. The Commerce and Ventures business area is also reported in this segment. This includes the media-for-revenue-share and media-for-equity business models: Start-up companies with interesting products receive media space from ProSiebenSat.1 in return for a revenue share and/or equity participation. The Games business and the Music unit are also part of this segment. Our objective is to leverage the range and impact of TV to tap into new business areas. As such, the Group utilizes free advertising time, generates additional revenues, at the same time increasing its independence from cyclical fluctuations on advertising markets. The "Digital & Adjacent" segment was previously allocated as "Other Media" to the "Diversification" reporting segment.

- **"Content Production & Global Sales":** Since 2010, ProSiebenSat.1 has bundled all its activities in the area of development, production and global sales of programming contents under the umbrella of the Red Arrow Entertainment Group. In this way, the Group can use resources efficiently and create synergies. With the start of the financial year 2012, these business activities are consolidated in the "Content Production & Global Sales" segment. Previously they were part of the "Free-TV German-speaking" segment.

Until December 31, 2011, the ProSiebenSat.1 Group had divided its business areas into three segments. The traditional TV activities were combined in the "Free-TV German-speaking" and "Free-TV International" segments. All business models not directly related to the TV advertising market were consolidated in the "Diversification" segment. To ensure comparability, the figures for the current half-year report were adjusted to the new segment structure. There is no multi-year comparison for the "Broadcasting German-speaking", "Broadcasting International", "Digital & Adjacent" and "Content Production & Global Sales" segments.

The 2011 portfolio measures are outlined in the Annual Report from page 64 onwards.

Last year, the ProSiebenSat.1 Group sold its TV and Print activities in Belgium and the Netherlands. The deconsolidated companies are reported as discontinued operations. The textual analysis in this report relates – if not otherwise indicated – to continuing operations.

Group Earnings

KEY FIGURES FOR THE SECOND QUARTER

EUR m	Q2 2012	Q2 2011
Revenues	723.3	692.2
Operating costs[1]	483.0	455.6
Total costs	555.8	518.6
Cost of sales	379.2	371.1
Selling expenses	77.8	80.8
Administrative expenses	62.9	64.8
Other operating expenses	35.9	1.9
EBIT	170.7	175.7
Recurring EBITDA[2]	243.5	238.7
Non-recurring items (net)[3]	-36.8	-28.3
EBITDA	206.7	210.4
Consolidated net profit (including discontinued operations)[4]	83.9	129.0
Profit from continuing operations[4]	83.9	81.8
Profit from disontinued operations[5]	- / -	47.2

1 Total costs excl. D & A and non-recurring items. 2 EBITDA before non-recurring (exceptional) items. 3 Non-recurring expenses netted against non-recurring income. 4 After taxes and non-controlling interests. 5 After taxes.

Explanation of reporting principles in the second quarter. The figures for the second quarter of 2011 relate to the key figures from continuing operations in line with IFRS 5. The results of the companies deconsolidated in 2011 including the deconsolidation result are combined and reported separately after taxes as the result from discontinued operations. In the second quarter of 2012, there were no discontinued operations.

Revenue and Earnings Performance in the Second Quarter of 2012

In the second quarter of 2012, the ProSiebenSat.1 Group increased **consolidated revenues** by 4.5% or EUR 31.1 million to EUR 723.3 million. The revenues growth is based in particular on an increase of diversification revenues generated by all revenues models outside of the traditional TV advertising business. This includes the two segments Digital & Adjacent and Content Production & Global Sales. Between April and June 2012, both segments posted high growth rates for their external revenues, whereby the program production and sales business developed particularly dynamically year-on-year. The contribution of the two segments to consolidated revenues in the second quarter of 2012 thus increased to 12.5% in total. In the Digital & Adjacent segment, the Ventures unit with the media-for-revenue-share business model as well as the online games business were significant growth drivers.

The Northern European station portfolio also continued to show high growth momentum in the second quarter of 2012 with increased TV advertising and distribution revenues. Most notably in Norway and Sweden, incoming bookings of TV advertising spots were considerably higher than the previous year in a growing market environment. In the German-speaking countries, revenues from TV advertising were almost stable following strong corresponding figures in the previous year. In the reporting period, the Group generated EUR 540.5 million (previous year: EUR 539.1 million) or 74.7% (previous year: 77.9%) of consolidated revenues in its core business, free TV financed by advertising.

Other operating income totaled EUR 3.2 million in the second quarter of 2012 after EUR 2.1 million in the previous year (+52.4%).

Total costs of the Group – comprising cost of sales, selling expenses, administrative expenses, and other operating expenses – rose by 7.2% or EUR 37.2 million to EUR 555.8 million in the reporting period. The main reason for costs being higher year-on-year was a rise in other operating expenses, which totaled EUR 35.9 million in the reporting period (previous year: EUR 1.9

For more information on the antitrust proceedings, see Risk Report, page 34 and Notes, page 57.

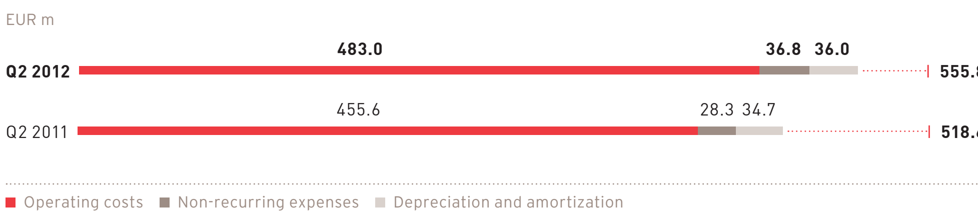
million). This includes provisions of EUR 27.5 million recognized in the second quarter of 2012 in the context of the ongoing antitrust proceedings. Moreover, cost of sales increased by 2.2% or EUR 8.1 million to EUR 379.2 million.

- **Non-recurring expenses:** The Group's total costs include non-recurring expenses of EUR 36.8 million (previous year: EUR 28.3 million). At EUR 27.5 million, the majority of the non-recurring expenses results from the recognition of provisions as part of the ongoing antitrust proceedings. The non-recurring expenses mentioned are primarily included in other operating expenses.

- **Depreciation and amortization:** Depreciation and amortization amounted to EUR 36.0 million after EUR 34.7 million in the second quarter of 2011 (+3.7%). This includes the impairment on brand values of EUR 8.2 million, relating to TV and radio business in the Broadcasting International segment. The stated impairment is also reported in other operating expenses.

In the second quarter of 2012, **operating costs** – adjusted for non-recurring expenses and depreciation and amortization – rose by 6.0% or EUR 27.4 million to EUR 483.0 million. Higher operating costs compared to the second quarter of 2011 were incurred in particular due to investments in new growth areas, such as developing or founding new TV stations and the expansion of the world-wide production portfolio. In contrast, operating costs in the core business, including mainly the TV activities in the German-speaking region and in Northern and Eastern Europe, declined slightly in the second quarter of 2012 as a result of efficient cost management. A reconciliation of total costs to operating costs is shown in the following chart:

RECONCILIATION OF TOTAL COSTS TO OPERATING COSTS



In the second quarter of 2012, **recurring EBITDA** grew by 2.0% or EUR 4.8 million to EUR 243.5 million. The corresponding operating margin was 33.7% (previous year: 34.5%). EBITDA posted a small decline of 1.8% to EUR 206.7 million on the basis of the above mentioned non-recurring expenses.

RECONCILIATION OF EBITDA TO RECURRING EBITDA

EUR m	Q2 2012	Q2 2011
Profit before income taxes	124.2	120.0
Financial result	46.5	55.7
Operating profit	**170.7**	**175.7**
Depreciation and amortization1[1]	36.0	34.7
(Thereof from purchase price allocations)	12.8	16.6
EBITDA	**206.7**	**210.4**
Non-recurring items (net)[2]	36.8	28.3
Recurring EBITDA	**243.5**	**238.7**

1 Amortization of intangible assets and depreciation of property, plant and equipment. 2 Non-recurring expenses of EUR 36.8 million (previous year: EUR 28.3 million) less non-recurring income of EUR 0.0 million (previous year: EUR 0.0 million).

In the second quarter of 2012, the **financial result** improved by 16.5% or EUR 9.2 million to minus EUR 46.5 million. The change in the financial result is based on lower interest expenses as a result of the reduced average level of Group debt. Consequently, net interest result improved by 18.4% or EUR 9.5 million to minus EUR 42.0 million. The other financial result decreased by 37.2% or EUR 1.6 million to minus EUR 5.9 million due to currency effects.

The developments described led to an increase in **profit before income taxes** of 3.5% or EUR 4.2 million to EUR 124.2 million. After income taxes of EUR 39.2 million (previous year: EUR 35.2 million), the **net result for the period** from continuing operations **after taxes and non-controlling interests** reached EUR 83.9 million (previous year: EUR 81.8 million).

Underlying net income from continuing operations significantly increased by 27.5% or EUR 26.2 million year-on-year to EUR 121.5 million. Underlying net income is adjusted for non-cash special items and the provision from the antitrust proceedings. Related to the underlying net income this resulted in basic earnings per preference share of EUR 0.58 after EUR 0.45 for the second quarter of 2011.

RECONCILIATION OF UNDERLYING NET INCOME FROM CONTINUING OPERATIONS

EUR m	Q2 2012	Q2 2011
Consolidated net profit (after non-controlling interests)	**83.9**	**81.8**
Amortization from purchase price allocations (after tax)[1]	3.6	10.0
Impairment in connection with original purchase price allocations (after tax)[2]	6.5	3.5
Provision from the antitrust proceedings	27.5	- / -
Underlying net income[3]	**121.5**	**95.3**

1 Amortization of purchase price allocations before tax: EUR 4.6 million (previous year: EUR 12.2 million). 2 Impairment before tax of EUR 8.2 million (previous year: EUR 4.5 million). 3 Consolidated profit for the period, before the effetcs of purchase price allocations and non-cash currency valuation effects as well as the provision from the antitrust proceedings in 2012.

Revenue and Earnings Performance in the First Half-year of 2012

KEY FIGURES FOR THE FIRST HALF-YEAR

EUR m	H1 2012	H1 2011
Revenues	1,358.1	1,288.0
Operating costs[1]	977.9	922.6
Total costs	1,081.4	1,029.4
Cost of sales	761.2	730.2
Selling expenses	158.0	163.6
Administrative expenses	126.2	122.4
Other operating expenses	36.0	13.2
EBIT	281.6	261.9
Recurring EBITDA[2]	385.1	368.7
Non-recurring items (net)[3]	-41.2	-30.8
EBITDA	343.9	337.9
Consolidated net profit (including discontinued operations)[4]	134.7	167.3
Profit from continuing operations[4]	134.7	115.6
Profit from discontinued operations[5]	- / -	51.7

1 Total costs excl. D & A and non-recurring items. 2 EBITDA before non-recurring (exceptional) items. 3 Non-recurring expenses netted against non-recurring income. 4 After taxes and non-controlling interests. 5 After taxes.

Explanation of reporting principles: The figures for the first half-year of 2011 relate to the key figures from continuing operations in line with IFRS 5. The results of the companies deconsolidated in 2011 including the deconsolidation result are combined and reported separately after taxes as the result from discontinued operations. In the first half-year of 2012, there were no discontinued operations.

Over the first half of the year, consolidated revenues increased by 5.4% or EUR 70.1 million to EUR 1.358 billion. In addition to the good operating performance of the Northern European station family – particularly in Norway and Sweden – the increase is attributable to the dynamic revenue growth in the Digital & Adjacent and Content Production & Global Sales segments.

Total costs amounted to EUR 1.081 billion (+5.1% or EUR 52.0 million compared to the previous year). The main reason for costs being higher was, on the one hand, higher other operating expenses (+EUR 22.8 million compared to the previous year) due to the provision recognized in the second quarter of 2012 for the ongoing antitrust proceedings. On the other hand, growth measures, such as developing or founding new TV stations and the expansion of the world-wide production portfolio, led to a 4.2% or EUR 31.0 million increase in the cost of sales to EUR 761.2 million. Adjusted for depreciation, amortization and non-recurring expenses, **operating costs** increased by 6.0% to EUR 977.9 million in the first half of 2012 (previous year: EUR 922.6).

In the first half-year 2012, the ProSiebenSat.1 Group's **recurring EBITDA** increased by 4.4% to EUR 385.1 million (previous year: EUR 368.7 million). EBITDA improved by 1.8% to EUR 343.9 million (previous year: EUR 337.9 million). The Group generated a **net result for the period from continuing operations after taxes and non-controlling interests** of EUR 134.7 million. This equates to an increase of 16.5% or EUR 19.1 million. **Underlying net income** reached EUR 176.0 million, up 36.3% or EUR 46.9 million year-on-year.

Group Financial Position and Performance

Debt Financing and Financing Structure

As of June 30, 2012, EUR 2.339 billion loans and borrowings were outstanding. While the total of financial liabilities in comparison to the reporting date in December 2011 remained almost unchanged (+0.1% or EUR 2.8 million), compared to June 30, 2011 there was a considerable decline of EUR 1.427 billion. As a result, financial liabilities declined to 72.6% of total assets (June 30, 2011: 80.9%).

The conditions of the financial liabilities are outlined in the Annual Report 2011 on pages 72 to 73.

In August 2011, the ProSiebenSat.1 Group prepaid EUR 1.2 billion, approximately a third of its term loans which had originally amounted to EUR 3.6 billion. At the same time, the Group extended most of its remaining loans, almost EUR 2.1 billion, to July 2016, at attractive conditions.

Credit ratings represent an independent assessment of a company's creditworthiness. The rating agencies do not rate the ProSiebenSat.1 Group's term loans. Consequently there are no official ratings at present.

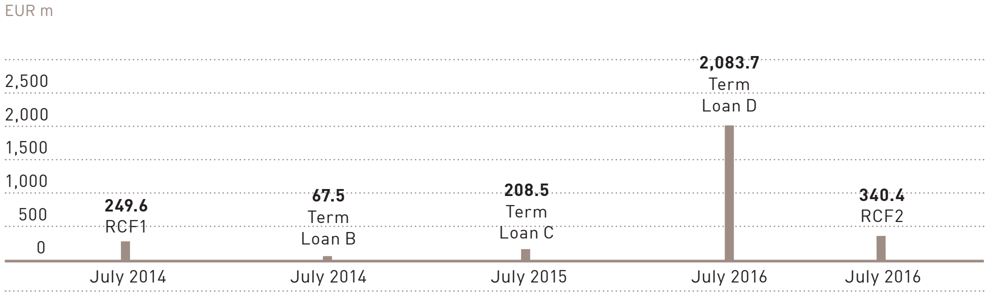
Group-wide corporate financing. An essential part of the Group's funding comprises secured term loans (Term Loan B, C und D) with different maturities. In addition to these term loans, which are carried as non-current loans and borrowings, the secured facilities agreement includes a revolving credit facility (RCF), which has been divided into two tranches with differing maturities since May 2012.

- **Term loans:** Overall as of June 30, 2012, the term loans had a nominal value of EUR 2.360 billion, at the level of the December 31, 2011 reporting date. As of June 30, 2011, the term loans were still as high as EUR 3.560 billion.

- **Revolving credit facility:** The available facility amount of the revolving credit facility currently totals EUR 590.0 million. At the end of May 2012, the ProSiebenSat.1 Group extended the majority of the credit facility, EUR 340.4 million, to July 2016 (new RCF 2). The remaining facility amount of EUR 249.6 million will continue to mature in July 2014 (RCF 1). As of June 30, 2012, there were no cash drawings. On the reporting date in December 2011, the Group had total available facilities of EUR 548.4 million. As of June 30, 2011, the equivalent figure was EUR 306.5 million.

The chart below provides an overview of the amounts and maturities of the individual facilities:

AMOUNTS AND MATURITIES AS OF JUNE 30, 2012



Borrowing costs hedged by derivative financial instruments. The interest rates payable on the term loans and the amounts drawn under the revolving credit facilities are variable and are based on Euribor money market rates plus an additional credit margin.

- **Borrowing rate:** Risks from the change of variable interest rates are hedged on the basis of various interest rate hedging instruments. As of June 30, 2012, the hedging rate for all financial liabilities was almost 100%, unchanged compared to the December 2011 reporting date. As of 30 June 2011, approximately 79% were hedged. The average fixed-interest swap rate is 4.1% per year. In the second quarter of 2012, Euribor money market conditions fell in comparison to the previous year. Due to the lower average level of Group debt, interest expenses compared to the second quarter of 2011 declined by a total of EUR 10.6 million to EUR 43.0 million.

- **Credit margin:** At the end of June 2012, the credit margin was 2.5% per annum for Term Loan D and 1.875% per annum for Term Loan C. A provision in the facilities agreement stipulates an adjustment of the credit margin for Term Loan B and the revolving credit facility (RCF 1 and RCF 2) if the leverage falls below specific levels. As a result, the margin for Term Loan B and RCF 1 amounted to 1.0% per annum as of June 30, 2012 (previous year: 1.5% per annum). The new RCF 2 has a credit margin of 2.0% per annum.

Off-balance sheet financing instruments: There were no significant off-balance sheet financing instruments in the ProSiebenSat.1 Group in the reporting period. Information on leasing can be found on page 73 of the Annual Report 2011.

GROUP-WIDE CORPORATE FINANCING

The ProSiebenSat.1 Group entered into the loans with an original facilities amount of EUR 4.2 billion in the course of the acquisition of the SBS Broadcasting Group in 2007. In connection with the partial repayment totaling EUR 1.2 billion of Term Loans B and C and a maturity extension for approximately EUR 2.1 billion (Term Loan D), the ProSiebenSat.1 Group agreed with its lenders various amendments to the syndicated facilities agreement. The amendments give the ProSiebenSat.1 Group more flexibility for future financing. The syndicated facilities agreement for Term Loans B, C and D and the revolving credit facilities (RCF 1 and RCF 2) requires the ProSiebenSat.1 Group to comply with certain key financial ratios. Further details on the so-called financial covenants can be found on page 74 of the 2011 Annual Report. The ProSiebenSat.1 Group also complied with the contractual requirements in the second quarter and the first six months 2012.

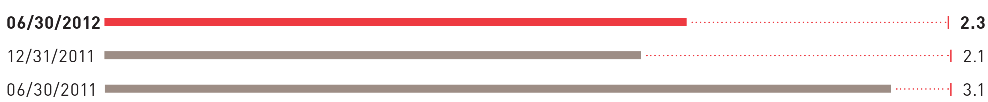
Financing Analysis

As of June 30, 2012, net financial debt totaled EUR 2.034 billion. This is an increase of 11.9% or EUR 216.6 million compared to December 31, 2011, which was caused primarily by the dividend payment in May 2012 (EUR 245.7 million). In the previous year, the dividend was paid in the third quarter (EUR 241.2 million).

In comparison to June 30, 2011, the net financial debt fell by 28.4% or EUR 807.6 million. This was due to lower Group financial debt as a result of repaying EUR 1.2 billion of the term loans in August 2011. In this context, the leverage ratio also improved considerably compared to June 30, 2011. As a result, the ratio of net financial debt to recurring EBITDA of the last twelve months was 2.3 times as of June 30, 2012. Thus the financial leverage is within the defined target range of 1.5 to 2.5 times. As of June 30, 2011, the figure was 3.1 times recurring EBITDA. As of December 31, 2011, the corresponding leverage figure was 2.1 times recurring EBITDA of the last twelve months (LTM).

GROUP NET FINANCIAL DEBT

RATIO OF NET DEBT TO LTM RECURRING EBITDA



Leasing commitments are not included when calculating the leverage factor.

Analysis of Liquidity and Capital Spending

The ProSiebenSat.1 Group's cash flow statement shows the generation and use of cash flows. It is broken down into cash flow from operating activities, cash flow from investing activities and cash flow from financing activities. Cash and cash equivalents shown in the cash flow statement correspond to the cash and cash equivalents reported on the statement of financial position as at the reporting date.

CASH FLOW STATEMENT

EUR m	Q2 2012	Q2 2011	H1 2012	H1 2011
Result from continuing operations	**85.0**	**84.8**	**137.6**	**120.4**
Result from discontinued operations	**- / -**	**47.2**	**- / -**	**51.7**
Cash flow of continuing operations	486.9	484.2	891.1	871.6
Change in working capital	-10.0	3.1	-84.7	-82.3
Dividends received	- / -	3.2	5.5	3.2
Income tax paid	-31.2	-31.2	-56.1	-64.7
Interest paid	-40.2	-51.5	-84.5	-105.1
Interest received	0.7	1.8	1.4	3.2
Cash flow from operating activities of continuing operations	**406.2**	**409.6**	**672.7**	**625.9**
Cash flow from operating activities of discontinued operations	**- / -**	**4.2**	**- / -**	**73.1**
Cash flow from investing activities of continuing operations	**-260.8**	**-258.2**	**-638.9**	**-620.2**
Cash flow from investing activities of discontinued operations	**- / -**	**162.7**	**9.2**	**116.2**
Free cashflow from continuing operations	**145.4**	**151.4**	**33.8**	**5.7**
Free cashflow from discontinued operations	**- / -**	**166.9**	**9.2**	**189.3**
Cash flow from financing activities of continuing operations	**-258.3**	**-3.0**	**-260.1**	**-4.4**
Cash flow from financing activities of discontinued operations	**- / -**	**- /-**	**- / -**	**- / -**
Effect of foreign exchange rate changes of continuing operations on cash and cash equivalents	2.8	-1.4	3.3	-5.7
Effect of foreign exchange rate changes of discontinued operations on cash and cash equivalents	- / -	-1.6	- / -	-2.2
Change in cash and cash equivalents	-110.1	312.3	-213.8	182.7
Cash and cash equivalents at beginning of reporting period	414.2	611.1	517.9	740.7
Cash and cash equivalents at end of reporting period	**304.1**	**923.4**	**304.1**	**923.4**
Minus available-for-sale cash and cash equivalents at end of reporting period	- / -	-41.6	- / -	-41.6
Cash and cash equivalents at the end of reporting period from continuing operations	**304.1**	881.8	**304.1**	881.8

In the second quarter of this year, **cash flow from operating activities of continuing operations** was EUR 406.2 million, almost at the same level as the previous year (previous year: EUR 409.6 million). Lower interest payments resulting from lower debt were offset by changes in working capital which was minus EUR 10.0 million as of June 30, 2012 (previous year: EUR 3.1 million). However, in the first half of the year, the cash flow from operating activities rose to EUR 672.7 million, up 7.5% or EUR 46.8 million year-on-year. The increase of operating cash flow in the first six months of 2012 is based on lower interest payments, an improved earnings situation and decreased tax payments.

The ProSiebenSat.1 Group's investing activities focus on license purchases and acquiring programming via commissioned and own productions. In the second quarter, cash outflow from acquiring programming rights rose to EUR 241.3 million (previous year: EUR 232.2 million). In the first half of the year, cash outflows were EUR 584.6 million, almost at the level of the previous year (previous year: EUR 581.1 million).

In connection with additions relating to acquisitions, cash outflows of EUR 5.0 million arose in the second quarter of 2012 (previous year: EUR 15.5 million). The ProSiebenSat.1 Group continued to expand the portfolio of the Red Arrow Entertainment Group in the second quarter of 2012 by acquiring majority interests in the production companies NERD TV (UK) and July August Productions (Israel). Further cash outflows resulted from the acquisition of a majority interest in the digital marketing agency Booming in May 2012. Furthermore, the Group strengthened its radio business by acquiring three new radio stations in Denmark.

Cash flow from investing activities of continuing operations amounted to EUR 260.8 million, almost the same as in the previous year (previous year: EUR 258.2 million). In the first half-year of 2012, investing activities resulted in outflows of EUR 638.9 million, after EUR 620.2 million in the first half of 2011 (+3.0% year-on-year). This was caused by particularly high investments in intangible assets and property, plant and equipment.

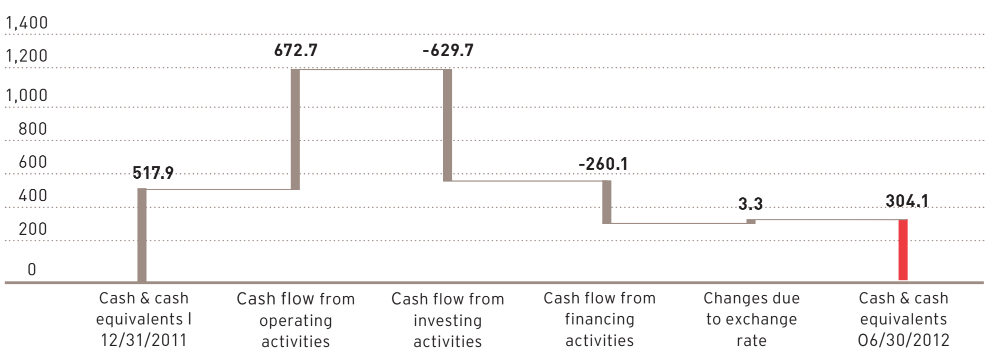
In view of the cash flows described, **free cash flow from continuing operations** decreased to EUR 145.4 million (previous year: EUR 151.4 million). However, over the first-half of the year, free cash flow from continuing operations increased by EUR 28.1 million to EUR 33.8 million (previous year: EUR 5.7 million).

Cash flow from financing activities of continuing operations totaled minus EUR 258.3 million in the second quarter of 2012 compared to minus EUR 3.0 million in the previous year. The higher cash outflow year-on-year is mainly attributable to the payment of the dividend of EUR 245.7 million in the second quarter, while the dividend payment in the previous year was only made at the beginning of the third quarter. The developments described also had an effect on the first half of the year as a whole: Outflows of minus EUR 260.1 million resulted from financing activities of continuing operations, after outflows of minus EUR 4.4 million in the first half of 2011.

In the second quarter of 2012, the described cash flows resulted in a change of cash and cash equivalents of minus EUR 110.1 million after plus EUR 312.3 million in the previous year. As of June 30, 2012, **cash and cash equivalents** amounted to EUR 304.1 million (December 31, 2011: EUR 517.9 million, June 30, 2011: EUR 881.8 million). The lower cash and cash equivalents in comparison to June 30, 2011 relate to the partial repayment of the term loans and the full repayment of the revolving credit facility (EUR 1.431 billion) as well as the dividend payments (July 2011: EUR 241.2 million, May 2012: EUR 245.7 million). The outflows were largely offset by inflows from the disposal of the Dutch subsidiaries (EUR 1.276 billion) in the summer of 2011. The ProSiebenSat.1 Group therefore continues to have a comfortable level of liquidity.

CHANGE IN CASH AND CASH EQUIVALENTS

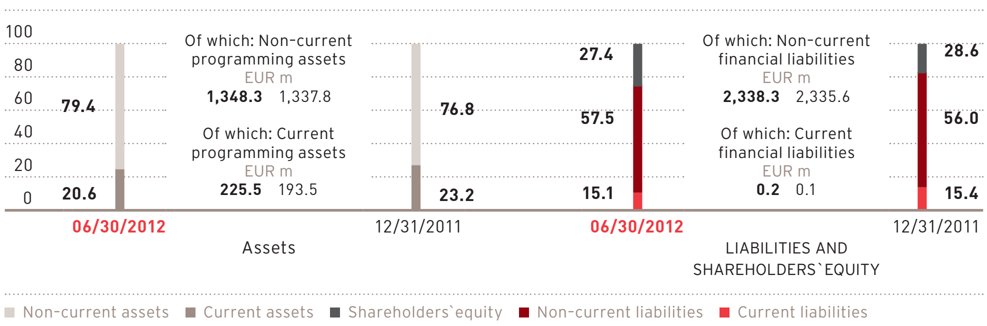
EUR m



Analysis of Assets and Capital Structure

BALANCE SHEET STRUCTURE

in percent



As of June 30 of this year, **total assets** amounted to EUR 4.955 billion (December 31, 2011: EUR 5.034 billion). The EUR 78.9 million decrease in total assets is primarily attributable to lower cash and cash equivalents and decreased equity as a result of the dividend payment in the second quarter of 2012. The initial consolidations made in the first half of 2012 had a contrary effect, which led to an increase in intangible assets. Significant changes in balance sheet items by value compared to December 31, 2011 are outlined below:

- **Intangible assets.** Intangible assets increased to EUR 2.220 billion in comparison to December 31, 2011. The 2.3% or EUR 50.8 million increase is primarily due to the effects of initial consolidations. In this regard, goodwill increased by approximately EUR 30 million. In addition, inventory levels were increased in particular by currency effects relating to goodwill and additions of licenses in the Online Games unit. As of the reporting date, the share of intangible assets in total assets increased to 44.8% accordingly (December 31, 2011: 43.1%).

- **Programming assets.** Programming assets, with a share of 31.8% of total assets (December 31, 2011: 30.4%), are one of the most important assets of the ProSiebenSat.1 Group alongside intangible assets. Non-current and current programming assets increased to EUR 1.574 billion compared with the previous-year reporting date (December 31, 2011: EUR 1.531 billion). The increase in programming assets over the first half of the year was caused mainly by additions of commissioned productions and licensed programming in the Broadcasting German-speaking segment. The Broadcasting International segment also recorded considerable additions, particularly in the second quarter of 2012.

- **Equity.** Equity decreased by 5.8% to EUR 1.358 billion (December 31, 2011: EUR 1.441 billion). The decline in comparison to the reporting date in December 2011 is marked by contrary effects: While equity decreased primarily due to the dividend payment of EUR 245.7 million in May 2012, the improved earnings situation in the first half-year resulted in a strengthening of the equity position. In addition, developments in the valuation of cash flow hedges and currency translation effects, reported in other comprehensive income, had a positive impact. The equity ratio was 27.4% compared to 28.6% on December 31, 2011.

- **Non-current and current liabilities and provisions.** Non-current and current other financial liabilities increased by EUR 43.9 million to EUR 370.4 million (+13.4%) compared to December 31, 2011. This was primarily due to contractually agreed purchase price payments for acquisitions in the Digital & Adjacent and Content Production & Global Sales segments. On the other hand, trade accounts payable declined by EUR 67.0 million to EUR 389.8 million (-14.7%). The decline is attributable primarily to lower liabilities from business operations and lower liabilities for programming assets in the Broadcasting German-speaking segment.

  Overall, there were no significant changes in the provisions. The largest part of provisions as of June 30, 2012 continued to be allocated to other current provisions at EUR 92.3 million (December 31, 2011: EUR 78.7 million). The increase in other provisions is primarily due to the provision of EUR 27.5 million recognized in the reporting period in connection with the ongoing antitrust proceedings.

  Overall, non-current and current liabilities and provisions amounted to EUR 3.597 billion as of June 30, 2012, remaining at an unchanged level (December 31, 2011: EUR 3.592 billion).

Further information can be found in the Annual Report 2011 on pages 64 and 72.

In comparison to December 31, 2011, there were no significant changes to the balance sheet of the ProSiebenSat.1 Group. However, there were considerable changes to the balance sheet structure in comparison to June 30, 2011. The reason was the disposal of the Dutch operations last year and the partial loan repayment in the second half of 2011. As of June 30, 2012, total assets declined by EUR 1.341 billion to EUR 4.955 billion (June 30, 2011: EUR 6.295 billion). Key changes in the major related balance sheet items are described below. The change in cash and cash equivalents is described on pages 21 and 22.

- Compared to June 30, 2011, driven by profits **shareholders' equity** increased by EUR 155.6 million to EUR 1.358 billion. In this context and due to the loan repayment in the third quarter of 2011, the equity ratio increased significantly from 19.1% to 27.4%. The Group's capital and financing structure was thus strengthened on a sustained basis.

- On the liabilities side, **non-current and current liabilities and provisions** declined by 29.4% or EUR 1.496 billion to EUR 3.597 billion. This development is largely due to non-current loans and borrowings declined by EUR 1.197 billion to EUR 2.338 billion as a result of the partial repayment of the term loans. In addition, the complete repayment of the revolving credit facility totaling EUR 230.0 million lowered current loans and borrowings accordingly (June 30, 2011: EUR 230.6 million).

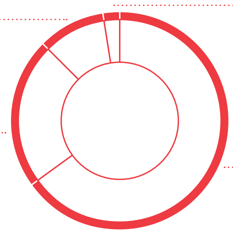
Segment Reporting

REVENUE SHARE BY SEGMENTS

In percent, Q2 2011 figures in parentheses

Digital & Adjacent segment[1]
10.0 (9.0)

Broadcasting International segment
22.4 (22.0)



Content Production & Globals Sales segment
2.5 (0.8)

Broadcasting German-speaking segment
65.1 (68.2)

1 Previous year figures including 9Live.

Broadcasting German-speaking Segment

Revenue and Earnings Performance in the Second Quarter

In the second quarter of 2012, the Broadcasting German-speaking segment achieved external revenues of EUR 471.0 million, almost on the previous year´s level (EUR 472.3 million). While TV advertising revenues in the German TV family declined slightly after strong comparative figures in the previous year, the ProSiebenSat.1 stations in Austria and Switzerland posted higher incoming bookings of TV advertising spots.

Furthermore, growth impulses came from distribution revenues, which again showed dynamic growth rates. The ProSiebenSat.1 Group with its four HD stations is included in the packages of all major cable network operators and since 2011 has been participating in the technical access fees which customers pay to the cable and satellite providers.

For more information on the antitrust proceedings, see Risk Report, page 34 and Notes, page 57.

Recurring EBITDA amounted to EUR 176.6 million compared to EUR 174.1 million in the previous year (+1.4%). EBITDA decreased by 18.9% or EUR 33.5 million to EUR 143.3 million due to non-recurring effects. A provision of EUR 27.5 million as part of the ongoing antitrust proceedings accounts for the substantial part of the non-recurring expenses.

KEY FIGURES BROADCASTING GERMAN-SPEAKING SEGMENT[1]

External segment revenues, EUR m	
Q2 2012	**471.0**
Q2 2011	472.3
Recurring EBITDA, EUR m	
Q2 2012	**176.6**
Q2 2011	174.1

1 Reporting for the second quarter of 2012 is based on the new segment structure which was used for the Q1 2012 quarterly financial statements for the first time. To ensure comparability of the current quarterly figures with those of the previous year, the figures for the previous year were adjusted to the new segment structure. There is no multi-year comparison.

Revenue and Earnings Performance in the First Half-Year

The Broadcasting German-speaking segment's revenue contribution increased by EUR 6.0 million to EUR 888.9 million (+0.7%) in the first six months of 2012. Recurring EBITDA reached EUR 285.2 million, up 4.9% or EUR 13.3 million year-on-year. EBITDA posted a decline of 6.7% or EUR 17.9 million to EUR 249.4 million on the basis of the above mentioned non-recurring expenses.

KEY FIGURES BROADCASTING GERMAN-SPEAKING SEGMENT[1]

1 Reporting for the first half-year of 2012 is based on the new segment structure which was used for the Q1 2012 quarterly financial statements for the first time. To ensure comparability of the current quarterly figures with those of the previous year, the figures for the previous year were adjusted to the new segment structure. There is no multi-year comparison.

Broadcasting International Segment

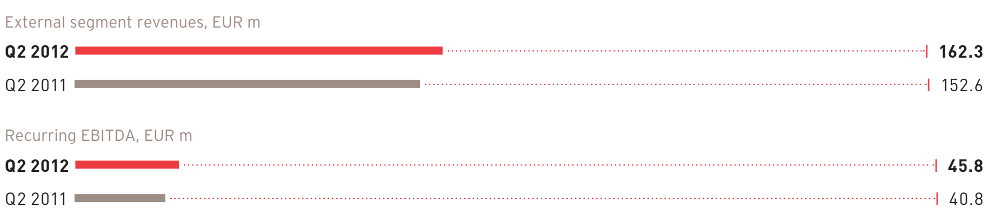
Revenue and Earnings Performance in the Second Quarter

From April to June 2012, the external revenues of the Broadcasting International segment increased to EUR 162.3 million, up 6.4% or EUR 9.7 million compared to the previous year. The revenue growth was once again driven by the Northern European TV stations, which continued to benefit from good performance in the audience market and showed high TV advertising revenue growth rates. Most notably in Norway and Sweden, incoming bookings of TV advertising spots were considerably higher than the previous year in a growing market environment. Revenue growth was also driven by higher distribution revenues.

In contrast, revenues in the Eastern European TV markets were lower than the previous year due to the declining market environment.

The growth in external segment revenues with operating costs rising at a lower rate led to an increase of recurring EBITDA of 12.3% or EUR 5.0 million to EUR 45.8 million. EBITDA was 29.3% or EUR 10.1 million higher than the previous year reaching EUR 44.6 million. The previous year's EBITDA figure includes comparatively high non-recurring expenses in connection with the strategic analysis of the international portfolio.

KEY FIGURES BROADCASTING INTERNATIONAL SEGMENT[1]



1 Reporting for the second quarter of 2012 is based on the new segment structure which was used for the Q1 2012 quarterly financial statements for the first time. To ensure comparability of the current quarterly figures with those of the previous year, the figures for the previous year were adjusted to the new segment structure. There is no multi-year comparison.

Revenue and Earnings Performance in the First Half-Year

In the first half-year of 2012, the Broadcasting International segment's revenue contribution grew by 6.3% or EUR 17.7 million to EUR 297.7 million. EBITDA adjusted for non-recurring effects increased by 2.6% or EUR 1.6 million to EUR 62.7 million. EBITDA amounted to EUR 60.5 million (previous year: EUR 59.6 million). The increase in revenues and earnings in the first half of 2012 is based on the good operating performance of the Northern European TV family. The revenue and earnings decline in Eastern Europe and cost increases due to higher programming costs for expanding the Northern European station portfolio had a contrary effect.

KEY FIGURES BROADCASTING INTERNATIONAL SEGMENT[1]

1 Reporting for the first half-year of 2012 is based on the new segment structure which was used for the Q1 2012 quarterly financial statements for the first time. To ensure comparability of the current quarterly figures with those of the previous year, the figures for the previous year were adjusted to the new segment structure. There is no multi-year comparison.

Digital & Adjacent Segment

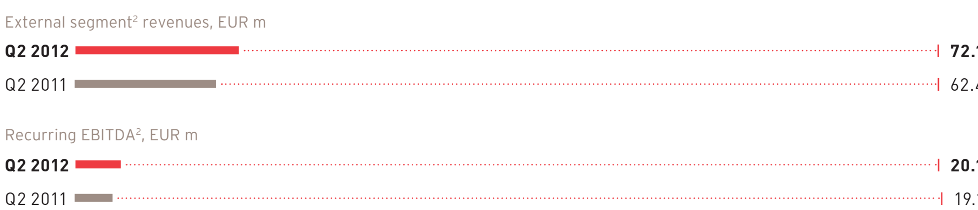
Revenue and Earnings Performance in the Second Quarter

The Digital & Adjacent segment continued its course of growth between April and June 2012: External revenues increased by 15.5% to EUR 72.1 million (previous year: EUR 62.4 million). The revenue growth of EUR 9.7 million is primarily attributable to the ventures unit with the media-for-revenue-share business model. The range of online games and the video-on-demand portal maxdome also drove the revenue development. Stimulus for growth was also provided by the creative agency SugarRay, which was only founded in 2012, and the digital marketing agency Booming, which was consolidated for the first time in May 2012.

The segment's previous-year figures include the contributions of the call TV station 9Live, which was discontinued on August 9, 2011. Adjusted for the contribution of 9Live in the previous year, second quarter 2012 revenues in the Digital & Adjacent segment would have shown a growth rate of 29.3%.

Recurring EBITDA rose by 5.2% to EUR 20.1 million. EBITDA improved by EUR 23.7 million to EUR 18.4 million. The previous year's EBITDA includes comparatively high non-recurring expenses of EUR 24.4 million, which resulted primarily from the discontinuation of the live transmission of 9Live.

KEY FIGURES DIGITAL & ADJACENT SEGMENT[1]



1 Reporting for the second quarter of 2012 is based on the new segment structure which was used for the Q1 2012 quarterly financial statements for the first time. To ensure comparability of the current quarterly figures with those of the previous year, the figures for the previous year were adjusted to the new segment structure. There is no multi-year comparison. 2 Previous-year figures include 9Live.

Revenue and Earnings Performance in the First Half-Year

In the first half of the year, the Digital & Adjacent segment achieved double-digit growth rates for revenues and earnings: External segment revenues increased by 22.7% or EUR 26.4 million to EUR 142.6 million. In comparison to the first half of 2011, recurring EBITDA increased by 28.2% or EUR 8.3 million to EUR 37.7 million. EBITDA rose to EUR 35.9 million (previous year: EUR 4.9 million). The above mentioned non-recurring expenses in the second quarter 2011 also influenced earnings performance when viewed over the whole first half of the year.

KEY FIGURES DIGITAL & ADJACENT SEGMENT[1]

1 Reporting for the first half-year of 2012 is based on the new segment structure which was used for the Q1 2012 financial statements for the first time. To ensure comparability of the current half-yearly figures with those of the previous year, the figures for the previous year were adjusted to the new segment structure. There is no multi-year comparison. 2 Previous-year figures include 9Live.

Content Production & Global Sales Segment

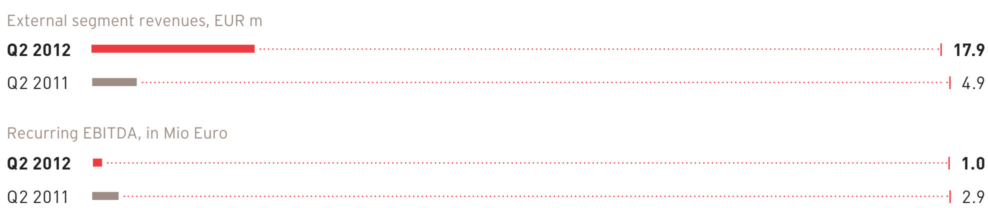
Further information on portfolio measures can be found on page 13.

Revenue and Earnings Performance in the Second Quarter

The Content Production & Global Sales segment also continued its course of growth in the second quarter of 2012: At EUR 17.9 million, external revenues were considerably higher than the previous-year´s figure (EUR 4.9 million). The program production and distribution subsidiary Red Arrow Entertainment Group expanded its portfolio in recent months through acquisitions, strengthening its presence particularly in Great Britain and the USA.

Higher operating costs due to start-up costs for the newly acquired production companies resulted in a year-on-year decline in earnings in the second quarter of 2012. Recurring EBITDA fell by EUR 1.9 million to EUR 1.0 million. EBITDA decreased to EUR 0.5 million (previous year: EUR 2.9 million).

KEY FIGURES CONTENT PRODUCTION & GLOBAL SALES SEGMENT[1]



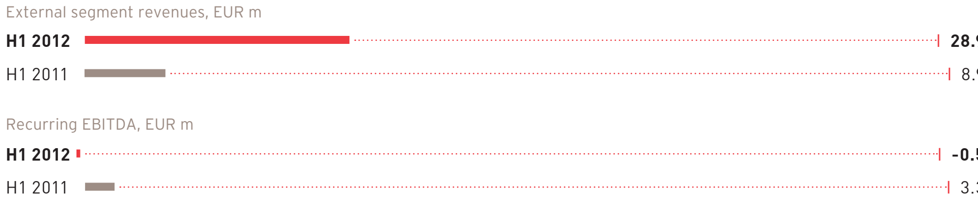
1 Reporting for the second quarter of 2012 is based on the new segment structure which was used for the Q1 2012 quarterly financial statements for the first time. To ensure comparability of the current quarterly figures with those of the previous year, the figures for the previous year were adjusted to the new segment structure. There is no multi-year comparison.

Revenue and Earnings Performance in the First Half-year

External segment revenues also exceeded the previous year’s level considerably over the first half of the year: In comparison to the first six months of 2011, revenues increased to EUR 28.9 million (previous year: EUR 8.9 million). On the other hand, recurring EBITDA decreased by EUR

3.8 million to minus EUR 0.5 million. EBITDA amounted to minus EUR 1.8 million (previous year: EUR 3.3 million). Cost increases in the wake of the portfolio expansion also affected the earnings performance of the first half-year.

KEY FIGURES CONTENT PRODUCTION & GLOBAL SALES SEGMENT[1]



1 Reporting for the first half-year of 2012 is based on the new segment structure which was used for the Q1 2012 quarterly financial statements for the first time. To ensure comparability of the current quarterly figures with those of the previous year, the figures for the previous year were adjusted to the new segment structure. There is no multi-year comparison.

Employees

In the first half of 2012, the number of employees in the ProSiebenSat.1 Group averaged 4,183 (previous year: 4,240). The slight decline by 57 full-time equivalents or 1.3% is largely due to the disposal of the radio companies in Bulgaria and Greece and the restructuring of the TV business in Hungary. In Eastern Europe, the average number of full-time equivalents declined by 24.7% to 646 in the first half of 2012 (previous year: 858). However, as a result of the strategic expansion of the Games unit and the acquisition of the agency Booming, the Group saw an increase of 70 employees or 20.3% in comparison with the first half of 2011 in the Digital & Adjacent segment.

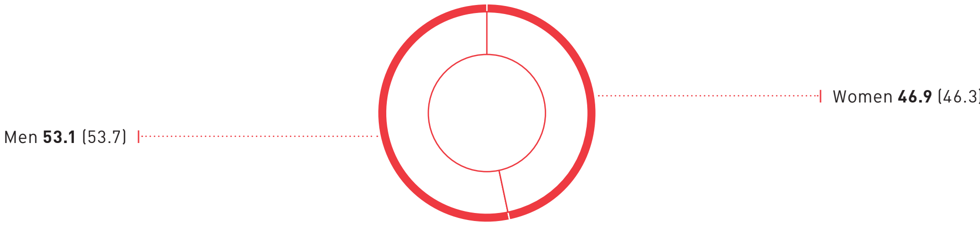
In the German-speaking region (Germany, Austria, Switzerland), the number of employees averaged 2,441 full-time equivalents in the first half of the year, almost the same as the previous year with 2,454. This is equivalent to 58.3% (previous year: 57.9%) of the Group's total employees. In Northern Europe, the number of employees rose to 869 full-time equivalents (previous year: 760), primarily due to the expansion of the Finnish radio business.

EMPLOYMENT FIGURES BY REGION IN THE FIRST HALF-YEAR 2012

Diversity management at ProSiebenSat.1. We value the diversity which our employees have in terms of personal characteristics, talents and abilities. Our way into the future is determined significantly by the way we promote and use this diversity. An important issue is thereby the proportion of men and women within the company and in management positions. As of June 30, 2012, 46.9% of employees in the ProSiebenSat.1 Group were female (previous year: 46.3%) and 53.1% were male (previous year: 53.7%). At 30.1% (previous year: 28.5%), the ratio of women in management positions is also very high.

SHARE OF WOMEN AND MEN IN THE WHOLE GROUP

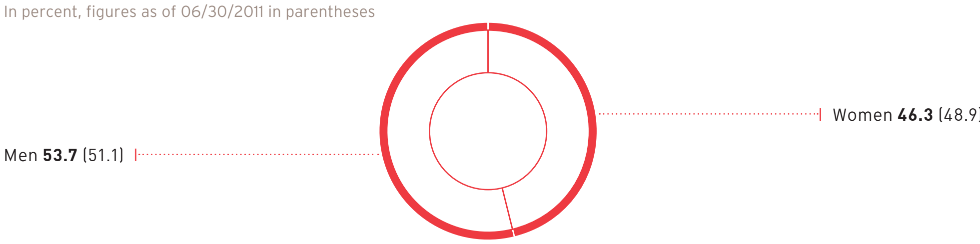
In percent, figures as of 06/30/2011 in parentheses



As of June 30, 2012, 46.3% of employees in the German core market were female (previous year: 48.9%).

SHARE OF WOMEN AND MEN IN THE GERMAN CORE MARKET

In percent, figures as of 06/30/2011 in parentheses



Detailed information on employees can be found in the Annual Report 2011 on pages 83-87.

Due to the lower number of employees, the ProSiebenSat.1 Group's personnel expenses decreased slightly to EUR 163.5 million in the first half of 2012 (previous year: EUR 164.8 million).

Work-life provision expanded. ProSiebenSat.1 offers its employees a comprehensive range of benefits. Moreover, family-friendliness and work-life-balance play an important role in the company. The Group has been running its own day-care-center for its employees for ten years. The range is completed by flexible working hours models and teleworking jobs. In the first half of 2012, ProSiebenSat.1 again significantly expanded its work-life portfolio in the areas of family, sport, health and services. Employees can now rely on the help of a ProSiebenSat.1 cooperation partner when looking for childcare services or holiday time for their children, as well as if a relative needs care. Additionally, the agency offers various concierge services that make it easier to balance professional and private life. The Group has also extended its sports facilities for employees as a preventative health measure.

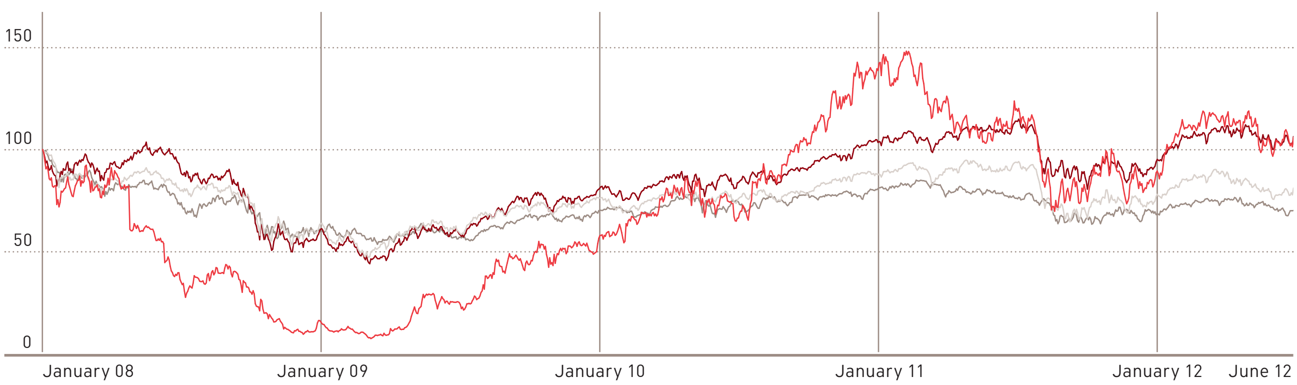
The ProSiebenSat.1 Share

The ProSiebenSat.1 share on the stock exchange. The first half of 2012 was characterized by high volatility on the capital markets. The agreement on the second rescue package for Greece, the central bank's monetary policy measures and good US economic data were taken as a positive signal on the stock markets. In Germany, growing corporate profits and a consumer climate that remains positive also caused a good climate on the stock market. However, due to the increasingly strained budgetary situation of some euro zone countries, the debt crisis continued to escalate, with the result that the stock markets performed considerably weaker at the beginning of April and throughout the second quarter. This development was accompanied by the first signs of a worldwide economic downturn.

In June 2012, the stock markets picked up again, primarily due to supporting measures from the central banks. As a result, on June 29, 2012, the DAX was 8.8% higher than at the end of 2011 and closed at 6,416 points. The MDAX ended the first half of 2012 with an increase of 16.3% and traded at 10,344 points on June 29, 2012. The relevant sector index for European media stocks, the Euro Stoxx Media, closed the first half of 2012 up 3.5% at 158 points.

The ProSiebenSat.1 share significantly outperformed the comparative indices in the first half of 2012 with an increase of 24.8% compared to the end of 2011. Positive analyst recommendations and better-than-expected business figures buoyed up the ProSiebenSat.1 share in the first six months of the year. On the last trading day of the second quarter of 2012, the share traded at EUR 17.62. The share posted its highest closing price in the first half-year 2012 on March 1, the day of the Annual Press Conference, at EUR 19.83. At the end of the reporting period, 19 national and international analysts of renowned banks and investment brokers had issued buy recommendations on the share.

PRICE PERFORMANCE OF THE PROSIEBENSAT.1 SHARE



■ ProSiebenSat.1 ■ Euro Stoxx Media ■ MDAX ■ DAX

Basis: Xetra closing quotes, index 100 = January 2008; Source: Reuters.

		01/01/-06/30/2012	01/01/-06/30/2011	01/01/-06/30/2010	01/01/-06/30/2009	01/01/-06/30/2008
Highest closing price XETRA	Euro	19.83	24.80	14.20	4.65	16.62
Lowest closing price XETRA	Euro	14.19	17.15	8.13	0.90	6.06
Closing price XETRA	Euro	17.62	19.55	12.12	3.92	6.37
Total XETRA trading volume	Units	83,119,019	112,534,991	110,761,919	138,132,325	151,348,884
XETRA trading volume (average daily volume)	Units	654,480	886,102	879,063	1,105,059	1,201,182

Only preference shares are listed on the stock exchange.

KEY DATA OF THE PROSIEBENSAT.1 SHARE

		2012	2011	2010	2009	2008
Share capital at reporting date	Euro	218,797,200	218,797,200	218,797,200	218,797,200	218,797,200
Number of preference shares at reporting date[1]	Euro	109,398,600	109,398,600	109,398,600	109,398,600	109,398,600
Number of common shares at reporting date (unlisted)	Euro	109,398,600	109,398,600	109,398,600	109,398,600	109,398,600
Dividend per preference share	Euro	- / -	1.17[2]	1.14	0.02	0.02
Total dividend	Euro m	- / -	245.7[2]	241.2	2.07	2.08

1 Incl. treasury shares. 2 The Annual General Meeting for the financial year 2011 took place on May 15, 2012. The dividend has been paid out on May 16, 2012.

Non-Financial Performance Indicators

Research and Development
The ProSiebenSat.1 Group conducts intensive market research in every area in which it operates and in every area in which it foresees growth potential. However, market research activities do not fulfill the definition of research and development as per IAS 38.8, so these figures are omitted from the management report.

A variety of important assets are not included in the statement of financial position. Most significant among these are intangible assets, such as the values of brands and other non-financial performance indicators that are of great importance to the ProSiebenSat.1 Group's business success. Human resources potential is another important criterion that is not recognized in the statement of financial position. On the other hand, we capitalize certain internally generated intangible assets at a low level.

ProSiebenSat.1 assumes social responsibility. With its offerings, the ProSiebenSat.1 Group reaches many millions of people every day. With our TV stations and digital media we influence public opinion. We thus have a particular social responsibility. At the same time, on the basis of the reach our media have, we can put important issues in the public eye. An example of this is "Tolerance Day" on ProSieben. For the second time on February 19, 2012, in an extensive TV and internet campaign stars such as Joko and Claas spoke about their experiences and understanding of tolerance. In magazine shows such as "taff" and "Galileo", ProSieben highlighted the multifaceted topic. At prime time, the stations showed the movie "Gran Torino", which tackles the issue of racism. With an audience share of 17.4%, "Gran Torino" reached nearly 2.6 million viewers.

ProSiebenSat.1 is green. The ProSiebenSat.1 Group grants plenty of programming space to environmental protection issues. In addition, the group of stations pushes environmental issues into the public consciousness with campaigns such as "Green Seven". In the week from May 14 to 20, 2012, the ProSieben initiative "Green Seven" went on air for the fourth time. The station once again explained in various shows such as "taff" and "Galileo" how everyone can do their bit to protect the environment. Because ProSieben is particularly popular with viewers aged between 14 and 29, it has an opportunity to get young people excited about topics like environmental protection and tolerance, and to convey important values to them.

ProSiebenSat.1 switches energy supply to regenerative sources. Companies operate in a market environment where resources are growing scarcer and cost pressure is continually rising. Doing business on a sustainable basis, as well as using resources sparingly, is an important requirement for future corporate success for a media corporation just as it is for any other company. For that reason, ProSiebenSat.1 Media AG switched its energy supply to regenerative sources as of January 1, 2012. By doing this, the Group is cutting its emissions by 8,100 tons of CO_2 and 11 kilograms of radioactive waste a year.

For more information on "non-financial performance indicators" and their importance for the competitive strength of the ProSiebenSat.1 Group, please also refer to the Annual Report 2011 on pages 92 to 99.

Events after the reporting period

Between June 30, 2012 and August 1, 2012, the date of authorization of this report for publication and forwarding to the Supervisory Board, no reportable events materially impacting the financial position and performance of the ProSiebenSat.1 Group or ProSiebenSat.1 Media AG respectively occurred. The report for the second quarter of 2012 will be published on August 2, 2012.

Risk and Opportunity Report

Overall assessment of the Group's risk situation – management view.

The business approach of the ProSiebenSat.1 Group focuses on identifying, analyzing and actively managing possible risks as well as systematically utilizing additional revenue and earnings potential. As of the date of the preparation of this management report, in the Executive Board's opinion the overall risk situation has remained limited and manageable. At that date, no risks were evident which, individually or in combination with other risks, would have a material adverse effect on the ProSiebenSat.1 Group's financial performance and position. Based on our budget assumptions, we also do not anticipate any material changes that might pose a threat to the ability of the ProSiebenSat.1 Group to continue as a going concern. There has thus been no fundamental change in the overall risk situation compared to December 31, 2011. However, certain risk positions have changed in comparison to the end of 2011 and are explained below:

DEVELOPMENT OF INDIVIDUAL RISKS AS OF JUNE 30, 2012

Change 06/30/2012 vs. 12/31/2011

↗	→	→	→	→	→	↘	→
External risks	Sales risks	Content risks	Technology risks	Organizational risks	Financial risks	Compliance risks	Overall risk situation

↗ Slight increase → Unchanged ↘ Slight Decrease

External risks

Economy and General Conditions, page 7.

The TV markets are significantly influenced by macroeconomic conditions. When the economic outlook is positive, not only are companies more willing to invest, but they also respond with higher advertising expenditure. Conversely, in times of declining economic momentum, companies react at relatively short notice by reducing their advertising budgets. Economic risks have increased slightly in recent months: After signs that the euro debt crisis was easing slightly at the beginning of the year, the euro zone came under further pressure during the second quarter of 2012. As a consequence, economic momentum weakened somewhat, also in Germany. On the basis of the current state of knowledge, however, we continue to assess the overall risk from the most recent developments as limited and manageable. We are not currently perceiving any impact on our business.

Economic forecasts are always dependent on certain assumptions and are therefore subject to uncertainty. For that reason, the ProSiebenSat.1 Group considers different scenarios for the German core market in its planning. By developing new business models beyond TV advertising, the Group has optimized its risk profile and will continue to pursue this diversification strategy rigorously in the future. By 2015, 50% of total revenue is to be generated outside the traditional TV advertising business in the German market.

Compliance risks

For more information on the antitrust proceedings, see Notes, page 57.

Alleged infringements against anti-trust laws. In the Annual Report 2011, the ProSiebenSat.1 Group declared a potential risk from an alleged violation of antitrust law. In July 2012, the ProSiebenSat.1 Group and the German Federal Cartel Office agreed in principle to a consensual termination of the proceedings related to this allegation. Taking into account the state of negotiations and using its best estimate, ProSiebenSat.1 Group recognized a provision of EUR 27.5 million as of June 30, 2012.

Section 32a German Copyright Act ("bestseller"). The Annual Report 2011 described a potential risk regarding Section 32a German Copyright Act ("bestseller"). On July 19, 2011, the Berlin District Court ordered SAT.1 to pay further remuneration to the author of a screenplay on the basis of Section 32a of the German Copyright Act ("bestseller"). The SAT.1 appeal will be heard at the end of October 2012. To reduce the economic uncertainty caused by the unclear legal situation resulting from Section 32a German Copyright Act, the ProSiebenSat.1 TV Deutschland GmbH stations have entered into negotiations with an association of authors in order to establish common compensation rules provided for by law in Section 36 German Copyright Act, which would avoid charges under Section 32a German Copyright Act for future productions. The outcome of these negotiations and their possible financial impact for the ProSiebenSat.1 Group cannot currently be estimated.

RISK AND OPPORTUNITY MANAGEMENT AT PROSIEBENSAT.1

In the course of the risk reporting, the Executive Board and Supervisory Board are regularly informed about potential risks that could have a significant impact on the business performance of the Group. This is based on systematic risk management. In this way, within the Group risk management system, significant risks are identified on a quarterly basis and assessed in connection with the risk analysis process with reference to the probability of occurrence and the impact they would have on the company's success. Thus, critical success factors are monitored on a continuous basis, so that significant deviations can be detected at an early stage and suitable measures can be taken to counteract identified risks or take advantage of identified opportunities.

The overall risk assessment is the result of the comprehensive analysis of the most important individual risks and the aggregated assessment of the main risk groups ("external risks", "sales risks", "content risks", "technological risks", "organizational risks", "financial risks" and "compliance risks") and an aggregated analysis of the three principal risk groups within the Group (operating risks, financial risks, compliance risks). Opportunities and risks of the ProSiebenSat.1 Group and the corresponding positive and negative changes are not set off against each other.

Monitoring growth opportunities is just as much part of the Group's management system as is risk management. For a comprehensive presentation of risk categories and the risk management system practiced throughout the Group, please refer to the Annual Report 2011 from page 101. Potential opportunities are described on page 116 and following of the Annual Report 2011.

Outlook

Future Business and Industry Environment

After brightening at the turn of 2011/2012, the global economy weakened again in the middle of the year. Economic development was inhibited above all by the renewed intensification of the euro debt crisis. According to the IMF, the global economic output rose 3.9% in 2011. Growth is expected to be lower in 2012 due to the factors mentioned. The Kiel Institute for the World Economy (IfW) is currently forecasting a growth of 3.4%, the ifo Institute 3.2%. In 2013, the world economy could again expand more strongly. This is dependent on the containment of the European sovereign debt crisis.

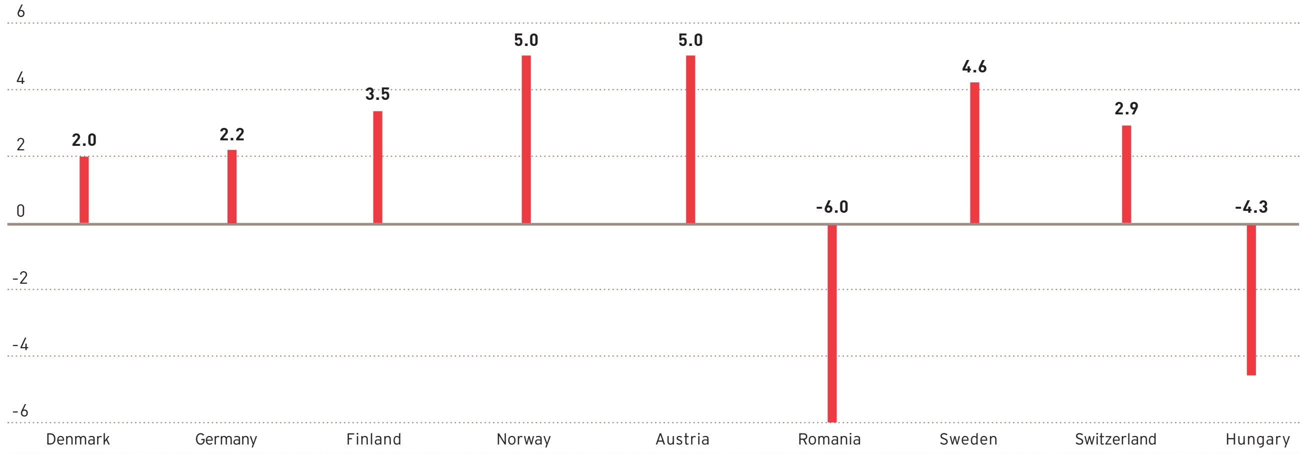
In the opinion of economic researchers, the euro zone will stagnate in 2012 (ifo: -0.5%; IfW: -0.4%). This could stifle Germany's economic expansion in the second and third quarter of 2012. However, the core data remain favorable: The European Central Bank's monetary policy is distinctly conducive to investment, the low euro exchange rate helps German exports, the employment rate is high and the consumer climate remains stable. If the current turbulence of the euro debt crisis calms, the economic expansionary forces could again have a greater effect by the end of the year. The forecasts for 2012 as a whole are currently between 0.7% (ifo Institute) and 1.1% (Rhine-Westphalia Institute for Economic Research).

The development of advertising markets is closely tied to the current and expected future general economic situation. In 2011, the dynamic German economic growth (+3.0%) was also accompanied by slight growth in TV advertising investments (+0.7% net). The positive economic trend is expected to continue in the current year. The net projections of the ZenithOptimedia agency group and the World Advertising Research Center (WARC) anticipate 2.2% and 0.7% growth respectively for Germany. The economic outlook of the ProSiebenSat.1 Group's international markets is relatively stable. With the exception of Hungary and Romania, the forecasts for the corresponding TV advertising markets are also positive.

The relevant economic and industry forecasts are summarized in the following graphs:

ANTICIPATED DEVELOPMENT OF THE TV ADVERTISING MARKET IN COUNTRIES IMPORTANT FOR PROSIEBENSAT.1 IN 2012

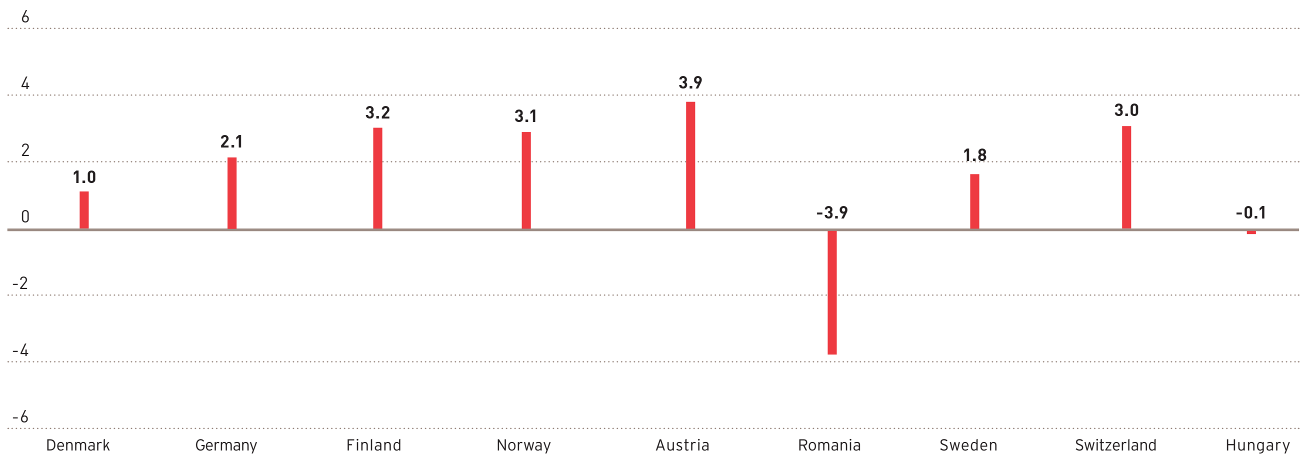
In percent, change vs. previous year



Source: ZenithOptimedia (6/2012), figures extensively harmonized on a net basis, but methodological differences between different countries and sources.

ANTICIPATED DEVELOPMENT OF THE OVERALL ADVERTISING MARKET IN COUNTRIES IMPORTANT FOR PROSIEBENSAT.1 IN 2012

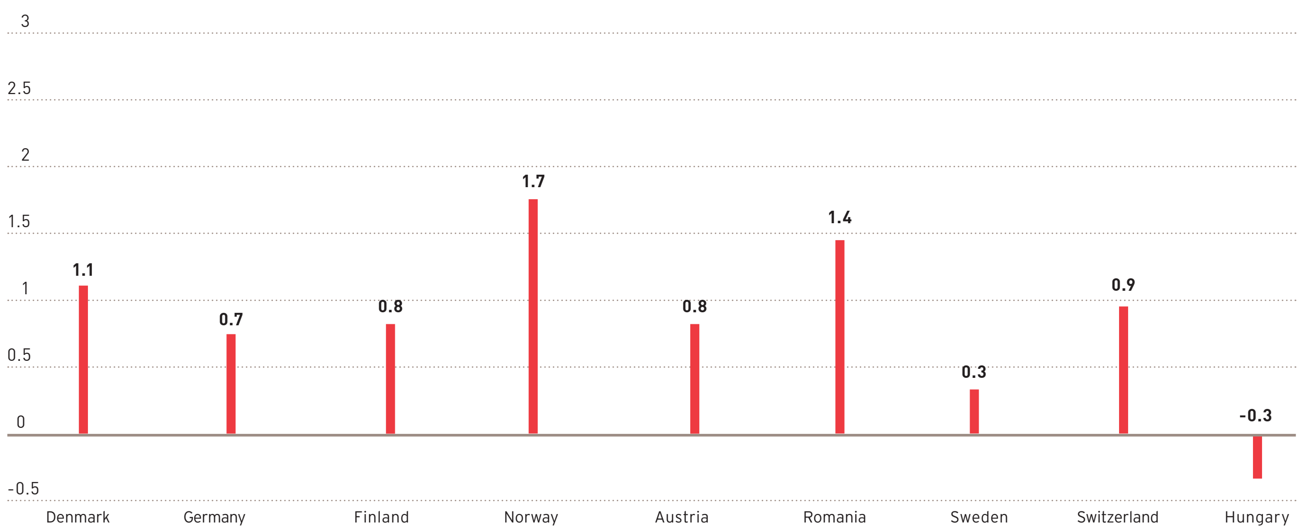
In percent, change vs. previous year



Source: ZenithOptimedia (6/2012), figures extensively harmonized on a net basis, but methodological differences between different countries and sources.

FORECASTS FOR REAL GROSS DOMESTIC PRODUCT IN COUNTRIES IMPORTANT FOR PROSIEBENSAT.1 IN 2012

In percent, change vs. previous year



Source: Eurostat (as of 07/07/ 2012).

Even in the internet era, television remains the No.1 medium. The medium is gaining additional functions through technological innovations and becoming ever more relevant. For example, television is increasingly becoming a "social medium" via the interplay between internet and TV, as "The Voice Connect" showed in the first half of 2012. The ProSiebenSat.1 Group established an internet platform to accompany its successful TV format "The Voice", offering various interactive services as well as Facebook and Twitter social media applications alongside an online live stream. The platform generated around 18 million online video views during the broadcasting period and is an example of how television is still a pioneering medium while at the same time benefiting from new forms of media use. In the first half of the year, the ProSiebenSat.1 Group also showed a television series ("Spartacus") before its TV broadcast for the first time exclusively on its own internet platform MyVideo.de as an "online-first" premiere, achieving more than 15 million video views within four weeks. One month later, the series went on air on the ProSieben TV station, achieving above-average market share of up to 18.0%. This example shows how ProSiebenSat.1 will benefit as an integrated media corporation from the strengths of TV and online and how it can offer audiences both linear and non-linear forms of media use.

Company Outlook

As TV advertising is always booked at very short notice and the economic environment and the development of the advertising markets are highly correlated, forecasts are always subject to a certain degree of uncertainty. Over the year as a whole, planning certainty is also limited by the importance of the fourth quarter for the ProSiebenSat.1 Group's revenue performance. The TV Group usually generates roughly 30 percent of its annual revenues in the fourth quarter.

After an economic upturn at the start of the year, the global economy again lost some momentum toward the middle of the year. However, the economic outlooks in the markets relevant to the ProSiebenSat.1 Group are relatively stable. With the exception of Hungary and Romania, all forecasts for the corresponding TV advertising markets are also positive. In this context, the ProSiebenSat.1 Group's target remains an increase in Group revenues in the mid-single-digit percentage area. In our core market Germany, we anticipate growth of the advertising market in the low-single-digit percentage area and we expect to close the year at around market level. The prerequisite is, that macroeconomic conditions do not deteriorate significantly over the second half of the year.

As part of our four-pillar strategy, we have substantially advanced less economically sensitive diversification activities alongside our core business in recent years, such as online, games, video-on-demand and the global development and production of TV content. Therefore, we again expect dynamic growth rates in the Digital & Adjacent and Content Production & Global Sales segments in the second half of the year. Internationally, we continue to see good opportunities for growth in Scandinavia in particular. On a full year basis, the revenue increase is likely to lead to an increase in recurring EBITDA to over EUR 850 million. We also aim to achieve a new record in terms of underlying net income in 2012. In addition to higher revenues, lower interest and financing expenses expected to exceed EUR 50 million will contribute to underlying net income increasing again. We are continuing to adhere to the financial leverage target range defined at 1.5 to 2.5.

As part of the four-pillar growth strategy set out until 2015, the ProSiebenSat.1 Group will continue to expand its portfolio across all four segments and invest in growth areas such as Games and Red Arrow's production business. This ensures that the Group will further diversify its revenue portfolio and take part in the dynamic development of trend and growth markets. Our growth strategy is based on the target of entering into and developing further business areas related to our core business of television. By 2015, we want to generate additional revenue potential – in relation to 2010 consolidated revenue from continuing operations - totaling EUR 750 million across all four segments.

NOTE ON FORWARD-LOOKING STATEMENTS ON FUTURE EARNINGS, FINANCIAL POSITION AND PERFORMANCE.

Our forecast is based on current assessments of future developments. Examples of risks and uncertainties which can negatively impact this forecast are a slowing of the economic recovery, a decline in advertising investments, increasing costs for program procurement, changes in exchange rates or interest rates, negative rating trends or even a sustained change in media use, changes in legislation, regulatory regulations or media policy guidelines. Further factors are described in the Annual Report 2011 from page 101 onwards. If one or even more of these imponderables occur or if the assumptions on which the forward-looking statements are made do not occur, then actual events can deviate materially from the statements made or implicitly expressed.

The ProSiebenSat.1 stations are starting the next TV season with new series, exciting shows and sport highlights.

PROGRAMMING OUTLOOK

.....a

DISSIMILAR DOCTORS.....(a) "Danni Lowinski" and "Der letzte Bulle" have long been hit series. Now SAT.1 is upping the ante: Four new German series are starting in the fall, including **"Auf Herz und Nieren"**. A nightmare for snobbish surgeon Dr. David Heller: In old Dr. Hansen's practice he has to serve public health patients. Hansen's niece Nina, also a doctor, is anything but impressed with her new colleague. It is quite nerve-stretching for the two doctors – and highly entertaining for the viewers.

A LITTLE MONEY.....(b) Caroline comes from one of the richest families in the city – until they lose all their money. Then she meets Max, who just keeps her head above water by working two jobs. Together, they are the **"2 Broke Girls"**. The sitcom was one of the most successful launches in the last US season. The first season will be aired on ProSieben at the end of August. "2 Broke Girls" is just one of three sitcoms that will start on ProSieben prime time in the fall.

.....b

SENSATIONAL RECORD.....(c) kabel eins is staying on the ball and has secured the rights to the **UEFA Europa League**. From the fall, the station will broadcast the matches on Thursdays. Last season, kabel eins achieved record ratings of up to 20.3% among 14 to 49 year olds with the Europa League broadcast.

UEFA EUROPA LEAGUE

.....c

STOLEN DOUBLE LIFE.....(d) Sarah Michelle Gellar is back. In the new sixx mystery series **"Ringer"**, she plays two characters at once – Bridget and her twin sister Siobhan, whose identity she adopts. "Ringer" is just one of many US series highlights starting on sixx in the fall.

.....d

HUMOROUS SEARCH.....(e) A group of Americans research their genealogy in Denmark. The Kanal 5 show **"Alt for Danmark"** follows their journey. The format is already a hit in Norway; the third season will be broadcast there in September on TVNorge.

.....e

CONSOLIDATED FINANCIAL STATEMENTS

Income Statement

INCOME STATEMENT OF PROSIEBENSAT.1 GROUP

EUR m	Q2 2012	Q2 2011	H1 2012	H1 2011
CONTINUING OPERATIONS				
1. Revenues	723.3	692.2	1,358.1	1,288.0
2. Cost of sales	-379.2	-371.1	-761.2	-730.2
3. **Gross profit**	**344.1**	**321.1**	**596.9**	**557.8**
4. Selling expenses	-77.8	-80.8	-158.0	-163.6
5. Administrative expenses	-62.9	-64.8	-126.2	-122.4
6. Other operating expenses	-35.9	-1.9	-36.0	-13.2
7. Other operating income	3.2	2.1	4.9	3.3
8. **Operating profit**	**170.7**	**175.7**	**281.6**	**261.9**
9. Interest and similar income	1.0	2.1	2.5	3.7
10. Interest and similar expenses	-43.0	-53.6	-86.5	-108.1
11. Interest result	-42.0	-51.5	-84.0	-104.4
12. Income from investments accounted for using the equity method	1.4	0.1	7.4	3.2
13. Other financial result	-5.9	-4.3	-5.6	6.6
14. **Financial result**	**-46.5**	**-55.7**	**-82.2**	**-94.6**
15. **Profit before income taxes**	**124.2**	**120.0**	**199.4**	**167.3**
16. Income taxes	-39.2	-35.2	-61.8	-46.9
17. **Profit for the period from continuing operations**	**85.0**	**84.8**	**137.6**	**120.4**
DISCONTINUED OPERATIONS				
18. Profit from discontinued operations (net of income taxes)	- / -	47.2	- / -	51.7
19. **Profit for the period**	**85.0**	**132.0**	**137.6**	**172.1**
attributable to Shareholders of ProSiebenSat.1 Media AG	83.9	129.0	134.7	167.3
Non-controlling interests	1.1	3.0	2.9	4.8
EUR				
Earnings per share				
Basic earnings per common share	0.39	0.60	0.63	0.78
Basic earnings per preference share	0.40	0.61	0.64	0.79
Diluted earnings per common share	0.39	0.59	0.63	0.76
Diluted earnings per preference share	0.40	0.59	0.64	0.77
Earnings per share from continuing operations				
Basic earnings per common share	0.39	0.38	0.63	0.54
Basic earnings per preference share	0.40	0.39	0.64	0.55
Diluted earnings per common share	0.39	0.37	0.63	0.52
Diluted earnings per preference share	0.40	0.37	0.64	0.53
Earnings per share from discontinued operations				
Basic earnings per common share	- / -	0.22	- / -	0.24
Basic earnings per preference share	- / -	0.22	- / -	0.24
Diluted earnings per common share	- / -	0.22	- / -	0.24
Diluted earnings per preference share	- / -	0.22	- / -	0.24

Due to the change in accounting policy regarding the determination of earnings per share, the previous-year figures were adjusted. For more detailed information regarding the changed calculation, please refer to page 165 of the Annual Report 2011.

Statement of Comprehensive Income

STATEMENT OF COMPREHENSIVE INCOME OF PROSIEBENSAT.1 GROUP

EUR m	Q2 2012	Q2 2011	H1 2012	H1 2011
Profit for the period	**85.0**	**132.0**	**137.6**	**172.1**
Change in foreign currency translation adjustment[1]	11.8	-11.1	28.1	-4.4
Changes in fair value of cash flow hedges	53.6	-17.6	31.6	9.3
Deferred tax on other comprehensive income	-14.9	5.2	-8.6	-1.9
Other comprehensive income for the period	**50.5**	**-23.5**	**51.1**	**3.0**
Total comprehensive income for the period	**135.5**	**108.5**	**188.7**	**175.1**
attributable to Shareholders of ProSiebenSat.1 Media AG	134.4	105.6	185.8	170.4
Non-controlling interests	1.1	2.9	2.9	4.7

1 Includes non-controlling interests from change in foreign currency translation adjustment in H1 2012 of 0.0 EURm (H1 2011: minus 0.1 EURm) and for Q2 2012 of 0.0 EURm (Q2 2011: minus 0.1 EURm).

Statement of Financial Position

STATEMENT OF FINANCIAL POSITION OF PROSIEBENSAT.1 GROUP

EUR m		06/30/2012	12/31/2011	06/30/2011
A.	**NON-CURRENT ASSETS**			
I.	Intangible assets	2,220.1	2,169.3	2,177.7
II.	Property, plant and equipment	227.0	221.3	218.7
III.	Investments accounted for using the equity method	3.1	1.0	0.4
IV.	Non-current financial assets	60.9	56.5	64.3
V.	Programming assets	1,348.3	1,337.8	1,359.3
VI.	Other receivables and non-current assets	4.2	2.6	3.2
VII.	Deferred tax assets	72.4	78.8	72.9
		3,936.0	**3,867.3**	**3,896.5**
B.	**CURRENT ASSETS**			
I.	Programming assets	225.5	193.5	144.2
II.	Inventories	1.0	1.0	2.2
III.	Trade receivables	266.8	279.4	242.7
IV.	Current tax assets	41.2	39.2	35.6
V.	Other receivables and current assets	180.1	135.3	132.0
VI.	Cash and cash equivalents	304.1	517.9	881.8
VII.	Assets held for sale	- / -	- / -	960.4
		1,018.7	**1,166.3**	**2,398.9**
	Total assets	**4,954.7**	**5,033.6**	**6,295.4**

EUR m		06/30/2012	12/31/2011	06/30/2011
A.	**Equity**			
I.	Subscribed capital	218.8	218.8	218.8
II.	Capital reserves	576.3	575.5	578.5
III.	Retained earnings	671.3	782.3	553.6
IV.	Treasury shares	-51.4	-52.5	-20.2
V.	Accumulated other comprehensive income	-41.2	-92.3	-136.8
VI.	Other equity	-18.6	-0.4	0.3
	Total equity attributable to shareholders of ProSiebenSat.1 Media AG	1,355.2	1,431.4	1,194.2
VII.	Non-controlling interests	2.8	10.0	8.2
		1,358.0	**1,441.4**	**1,202.4**
B.	**Non-current liabilities**			
I.	Non-current loans and borrowings	2,338.3	2,335.6	3,534.9
II.	Other non-current financial liabilities	311.8	279.0	330.2
III.	Trade payables	24.2	46.8	20.2
IV.	Other non-current liabilities	1.3	1.3	1.2
V.	Provisions for pensions	11.4	10.1	9.6
VI.	Other non-current provisions	5.5	6.4	17.5
VII.	Deferred tax liabilities	157.6	138.7	92.4
		2,850.1	**2,817.9**	**4,006.0**
C.	**Current liabilities**			
I.	Current loans and borrowings	0.2	0.1	230.6
II.	Other current financial liabilities	58.6	47.5	43.8
III.	Trade payables	365.6	410.0	342.1
IV.	Other current liabilities	186.0	188.5	169.3
V.	Provisions for taxes	43.9	49.5	60.4
VI.	Other current provisions	92.3	78.7	59.6
VII.	Liabilities associated with assets held for sale	- / -	- / -	181.2
		746.6	**774.3**	**1,087.0**
	Total equity and liabilities	**4,954.7**	**5,033.6**	**6,295.4**

Cash flow Statement

CASH FLOW STATEMENT OF PROSIEBENSAT. 1 GROUP

EUR m	Q2 2012	Q2 2011	H1 2012	H1 2011
Profit from continuing operations	85.0	84.8	137.6	120.4
Profit from discontinued operations (net of income taxes)	- / -	47.2	- / -	51.7
of which gain on the sale of discontinued operations (net of tax)	- / -	20.9	- / -	20.9
Profit for the period	**85.0**	**132.0**	**137.6**	**172.1**
Income taxes	39.2	35.2	61.8	46.9
Financial result	46.5	55.7	82.2	94.6
Depreciation/amortization and impairment of intangible and tangible assets	36.0	34.7	62.3	75.8
Consumption/reversal of impairment of programming assets	257.8	273.5	531.4	535.5
Change in provisions for pensions and other provisions	25.2	2.4	22.5	-2.2
Gain/loss on the sale of assets	-0.5	-0.9	-1.5	1.1
Other noncash income/expenses	-2.3	-1.2	-5.2	-0.5
Cashflow from operating activities of continuing operations	486.9	484.2	891.1	871.6
Cashflow from operating activities of discontinued operations	- / -	66.8	- / -	109.1
Cash flow total	**486.9**	**551.0**	**891.1**	**980.7**
Change in working capital	-10.0	3.1	-84.7	-82.3
Dividends received	- / -	3.2	5.5	3.2
Income tax paid	-31.2	-31.2	-56.1	-64.7
Interest paid	-40.2	-51.5	-84.5	-105.1
Interest received	0.7	1.8	1.4	3.2
Cashflow from operating activities of continuing operations	406.2	409.6	672.7	625.9
Cashflow from operating activities of discontinued operation	- / -	4.2	- / -	73.1
Cash flow from operating activities total	**406.2**	**413.8**	**672.7**	**699.0**
Proceeds from disposal of non-current assets	-0.2	0.3	0.1	0.9
Payments for the acquisition of intangible and tangible assets	-18.4	-16.6	-46.8	-35.6
Payments for the acquisition of financial assets	-1.5	-1.3	-1.8	-1.4
Proceeds from disposal of programming assets	5.9	7.6	6.9	15.7
Payments for the acquisition of programming assets	-241.3	-232.2	-584.6	-581.1
Cash flows from obtaining control of subsidiaries or other business	-5.0	-15.5	-12.2	-17.3
Cash flows from losing control of subsidiaries or other business	-0.3	-0.5	-0.5	-1.4
Cashflow from investing activities of continuing operations	-260.8	-258.2	-638.9	-620.2
Cashflow from investing activities of discontinued operations	- / -	162.7	9.2	116.2
of which proceeds from disposal of discontinued operation (net of cash disposed of)	- / -	192.5	9.2	192.5
Cash flow from investing activities total	**-260.8**	**-95.5**	**-629.7**	**-504.0**
Free Cash flow	**145.4**	**318.3**	**43.0**	**195.0**

Cash flow Statement continued

CASH FLOW STATEMENT OF PROSIEBENSAT. 1 GROUP

EUR m	Q2 2012	Q2 2011	H1 2012	H1 2011
Free Cash flow (amount carried over from page 44)	**145.4**	**318.3**	**43.0**	**195.0**
Dividends paid	-245.7	- / -	-245.7	- / -
Repayment of interest-bearing liabilities	-0.5	- / -	-0.6	- / -
Proceeds from issuance of interest-bearing liabilities	0.2	- / -	0.2	- / -
Repayment of finance lease liabilities	-2.4	-2.4	-4.9	-4.8
Proceeds from the sale of treasury shares	- / -	0.7	1.1	5.3
Payments for shares in other entities without change in control	- / -	-0.1	- / -	-0.1
Payments in connection with refinancing measures	-2.2	- / -	-2.2	- / -
Proceeds from the issue of share capital from non-controlling interests	- / -	0.1	- / -	0.1
Dividend payments to non-controlling interests	-7.7	-1.3	-8.0	-4.9
Cashflow from financing activities of continuing operations	-258.3	-3.0	-260.1	-4.4
Cashflow from financing activities of discontinued operations	- / -	- / -	- / -	- / -
Cash flow from financing activities total	**-258.3**	**-3.0**	**-260.1**	**-4.4**
Effect of foreign exchange rate changes of continuing operations on cash and cash equivalents	2.8	-1.4	3.3	-5.7
Effect of foreign exchange rate changes of discontinued operations on cash and cash equivalents	- / -	-1.6	- / -	-2.2
Change in cash and cash equivalents total	**-110.1**	**312.3**	**-213.8**	**182.7**
Cash and cash equivalents at beginning of reporting period	414.2	611.1	517.9	740.7
Cash and cash equivalents at end of reporting period	**304.1**	**923.4**	**304.1**	**923.4**
Cash and cash equivalents classified under assets held for sale at end of reporting period	- / -	-41.6	- / -	-41.6
Cash and cash equivalents of continuing operations at end of reporting period	**304.1**	**881.8**	**304.1**	**881.8**

Statement of Changes in Equity

STATEMENT OF CHANGES IN EQUITY OF PROSIEBENSAT.1 GROUP

EUR m

	Sub-scribed capital	Capital reserves	Re-tained earnings	Trea-sury shares	Accumulated other comprehensive income: Foreign currency translation adjustment	Accumulated other comprehensive income: Fair value changes of Cash Flow Hedges	Accumulated other comprehensive income: De-ferred taxes	Other Equity	Total equity attributable to shareholders of ProSiebenSat.1 Media AG	Non-controlling interests	Total equity
December 31, 2010	218.8	577.6	386.2	-25.4	0.8	-193.0	52.3	- / -	1,017.3	8.6	1,025.9
Profit for the period	- / -	- / -	167.3	- / -	- / -	- / -	- / -	- / -	167.3	4.8	172.1
Other comprehensive income	- / -	- / -	- / -	- / -	-4.3	9.3	-1.9	- / -	3.1	-0.1	3.0
Total comprehensive income	**- / -**	**- / -**	**167.3**	**- / -**	**-4.3**	**9.3**	**-1.9**	**- / -**	**170.4**	**4.7**	**175.1**
Dividends paid	- / -	- / -	- / -	- / -	- / -	- / -	- / -	- / -	- / -	-4.9	-4.9
Stock option plan	- / -	0.9	- / -	- / -	- / -	- / -	- / -	- / -	0.9	- / -	0.9
Other changes	- / -	- / -	0.1	5.2	- / -	- / -	- / -	0.3	5.6	-0.2	5.4
June 30, 2011	**218.8**	**578.5**	**553.6**	**-20.2**	**-3.5**	**-183.7**	**50.4**	**0.3**	**1,194.2**	**8.2**	**1,202.4**

STATEMENT OF CHANGES IN EQUITY OF PROSIEBENSAT.1 GROUP

EUR m

	Sub-scribed capital	Capital reserves	Re-tained earnings	Trea-sury shares	Accumulated other comprehensive income: Foreign currency translation adjustment	Accumulated other comprehensive income: Fair value changes of Cash Flow Hedges	Accumulated other comprehensive income: De-ferred taxes	Other Equity	Total equity attributable to shareholders of ProSiebenSat.1 Media AG	Non-controlling interests	Total equity
December 31, 2011	218.8	575.5	782.3	-52.5	-8.4	-115.7	31.8	-0.4	1,431.4	10.0	1,441.4
Profit for the period	- / -	- / -	134.7	- / -	- / -	- / -	- / -	- / -	134.7	2.9	137.6
Other comprehensive income	- / -	- / -	- / -	- / -	28.1	31.6	-8.6	- / -	51.1	- / -	51.1
Total comprehensive income	**- / -**	**- / -**	**134.7**	**- / -**	**28.1**	**31.6**	**-8.6**	**- / -**	**185.8**	**2.9**	**188.7**
Dividends paid	- / -	- / -	-245.7	- / -	- / -	- / -	- / -	- / -	-245.7	-8.0	-253.7
Stock option plan	- / -	0.8	- / -	- / -	- / -	- / -	- / -	- / -	0.8	- / -	0.8
Other changes	- / -	- / -	- / -	1.1	- / -	- / -	- / -	-18.2	-17.1	-2.1	-19.2
June 30, 2012	**218.8**	**576.3**	**671.3**	**-51.4**	**19.7**	**-84.1**	**23.2**	**-18.6**	**1,355.2**	**2.8**	**1,358.0**

Notes to the Interim Financial Statements of ProSiebenSat.1 Group at June 30, 2012

1 General information

ProSiebenSat.1 Media AG, the ultimate parent company of the Group, is registered under the name ProSiebenSat.1 Media AG with the Munich District Court, Germany (HRB 124 169). Its registered head office is in Unterföhring. Its address is: ProSiebenSat.1 Media AG, Medienallee 7, 85774 Unterföhring, Germany.

ProSiebenSat.1 Media AG and its subsidiaries (the "Company", "ProSiebenSat.1 Group", "Group") is one of Europe's leading media companies. Its core business consists of advertising-financed television. Additionally, the portfolio of ProSiebenSat.1 Media AG includes numerous websites, activities in adjacent business areas such as games, ventures, licensing and music as well as the development, production and worldwide distribution of programs.

2 Accounting principles

The interim consolidated financial statements of the ProSiebenSat.1 Group at June 30, 2012, were prepared in accordance with IAS 34 "Interim Financial Reporting".

The interim consolidated financial statements have been prepared in euros, in accordance with IFRS as endorsed by the EU. Unless specifically indicated otherwise, all amounts are presented in millions of euros (EUR m). The income statement is presented using the cost of sales method.

The interim consolidated financial statements should be read in conjunction with the audited consolidated financial statements under IFRS as of and for the financial year ended December 31, 2011, and the associated explanatory notes, as published by ProSiebenSat.1 Media AG on March 30, 2012.

Management believes that the interim consolidated financial statements include all customary and current adjustments required to present a true and fair view of the Company's performance during the reporting period. The results for the first half-year of the financial year 2012 do not necessarily permit predictions as to future business performance.

In preparing the interim consolidated financial statements, it was necessary to make assumptions and estimates that affect the presentation and valuation of assets and liabilities, income and expenses. In some cases, the actual values may differ from these assumptions and estimates.

3 Summary of significant accounting policies

The accounting policies applied in the interim consolidated financial statements as of and for the period ended June 30, 2012, with the exception outlined below, were the same as for the consolidated financial statements for the financial year 2011. For further information on the accounting policies applied, we refer to the consolidated financial statements as of and for the financial year ended December 31, 2011 (Annual Report 2011, pages 145 – 155), which form the basis for these interim financial statements.

In the financial year 2012, the ProSiebenSat.1 Group has changed its segment reporting and now reports the segments Broadcasting German-speaking, Broadcasting International, Digital & Adjacent and Content Production & Global Sales (see Segment Reporting, Note 5). In accordance with IFRS 8, the change was accounted for retrospectively, comparative figures were adjusted accordingly.

ProSiebenSat.1 Group has applied the following new accounting standards or amendments to existing accounting standards issued by the IASB that were required to be applied from financial year 2012 onwards:

- Amendments to IFRS 7
  ("Financial Instruments: Disclosures"): Disclosures on Transfers of Financial Assets

The application of this revised accounting standard, as well as changes resulting from "Annual Improvements", which are to be applied for the first time in the financial year 2012, had no material impact on the earnings, financial position and performance of the ProSiebenSat.1 Group in the interim financial statements as of and for the period ended June 30, 2012.

In addition to the changes outlined above, new or revised accounting standards have been issued by the IASB and IFRIC. These have not been applied in the interim financial statements as of and for the period ended June 30, 2012, as their application is either not yet mandatory or they have not yet been endorsed by the European Commission:

- Amendments to IAS 1
  ("Presentation of Financial Statements: Presentation of Other Comprehensive Income")
- Amendments to IAS 12 ("Deferred Tax: Recovery of Underlying Assets")
- Amendments to IAS 19 ("Employee Benefit Plans")
- Amendments to IAS 27 ("Separate Financial Statements"):
  Amendments subsequent to the publication of IFRS 10
  ("Consolidated Financial Statements")
- Amendments to IAS 28 ("Interests in Associates and Joint Ventures"):
  Amendments subsequent to the publication of IFRS 10
  ("Consolidated Financial Statements")
- Amendments to IAS 32 ("Financial Instruments: Presentation)
  on offsetting financial assets and financial liabilities
- IFRS 1 ("First-Time Adoption of IFRS: Severe Hyperinflation and Fixed Dates")
- IFRS 1 ("First-time Adoption of IFRS: Government Loans")
- Amendments to IFRS 7 ("Financial Instruments: Disclosures")
  on disclosures relating to the offsetting of financial assets and financial liabilities
- IFRS 9 ("Financial Instruments")
- IFRS 10 ("Consolidated Financial Statements")
- IFRS 11 ("Joint Arrangements")
- IFRS 12 ("Disclosure of Interests in Other Entities")
- IFRS 13 ("Fair Value Measurement")
- FRIC 20 ("Stripping Costs in the Production Phase of a Surface Mine")

With the exception of IFRS 9 and IFRS 13 as well as the new standards on group accounting (IFRS 10 to 12), we currently do not expect significant effects of these standards and interpretations on the earnings, financial position and performance of the Group. At present, ProSiebenSat.1 Group is in the process of analysing the standards specifically mentioned above, however, possible impacts cannot be quantified at this stage.

4 Scope of consolidation

The number of subsidiaries included in the consolidated financial statements on the basis of full consolidation changed as follows in the first half-year of the financial year 2012:

	Germany	Other Countries	Total
Included as of 12/31/2011	56	95	151
Additions	2	9	11
Disposals	0	-2	-2
Included as of 06/30/2012	**58**	**102**	**160**

ProSiebenSat.1 Media AG directly or indirectly holds a majority of voting rights of these entities or can otherwise control them. In addition to the fully consolidated entities, 7 associates (at December 31, 2011: 7) and 3 joint ventures (at December 31, 2011: 2) were accounted for using the equity method as at June 30, 2012. Associates are companies over which ProSiebenSat.1 Media AG has significant influence, but which are neither subsidiaries nor joint ventures. Joint ventures are companies that are jointly managed with other entities.

Initial consolidations and acquisitions in the first quarter of 2012

On February 27, 2012, ProSiebenSat.1 Group has acquired a stake of 53.98% in LHB Ltd., London, United Kingdom, whose main investment is CPL Productions Ltd., London, United Kingdom. The company was initially consolidated in March 2012. Moreover, already on November 25, 2011, the Group had acquired a stake of 90% in Hard Hat AB, Stockholm, Sweden, which was recorded as an affiliated, not consolidated entity at year-end 2011 for materiality reasons. The company was initially consolidated in March 2012, both entities are allocated to the Content Production & Global Sales segment. Goodwill of EUR 8.2 million was capitalized as part of the initial consolidations, which primarily represents strategic synergy potentials in the area of film production and is not deductible for tax purposes. No material intangible assets were recognized separately from goodwill.

Neither individually nor in aggregate, the acquisitions materially affected earnings, financial position and performance of the Group.

No other entities were initially consolidated in the first quarter of 2012.

By contract of March 23, 2012, ProSiebenSat.1 Media AG, via its 100% subsidiary ProSiebenSat.1 Digital GmbH, Unterföhring granted a put option over the remaining 27.03% shares in its subsidiary wetter.com AG, Singen to the non-controlling shareholders. The option had a fair value as of the contract date of EUR 19.1 million and was recognized as a financial liability, as ProSiebenSat.1 Group has an unconditional obligation to meet the terms of the put option. In accordance with IAS 27, the difference between the purchase price and the non-controlling interests was recognized outside of profit or loss in other equity, as the option constitutes a transaction with existing owners.

Initial consolidation and acquisitions in the second quarter of 2012

By contract of February 2, 2012 and effective as of March 28, 2012, ProSiebenSat.1 AG via the Group company SevenOne Media Austria GmbH, Vienna, Austria, acquired a stake of 100% in Austria 9 TV GmbH, Vienna, Austria. The company contains an Austrian broadcasting licence and is allocated to the Broadcasting German-speaking segment. For materiality reasons, the company was initially consolidated in April 2012.

By contract and effective as of March 15, 2012, ProSiebenSat.1 Media AG via the Group company Red Arrow Entertainment Limited, London, United Kingdom, acquired a stake of 51% in Endor Productions Limited, London, United Kingdom. The company operates in the development, licensing and production of TV and feature film formats in the United Kingdom and is allocated to the Content Production & Global Sales segment. For materiality reasons, the company was initially consolidated in April 2012.

By contract of and effective as of May 8, 2012, ProSiebenSat.1 Media AG via the Group company Sultan Sushi B.V., Amsterdam, Netherlands, acquired a stake of 51.02% in July August Communications and Productions Limited, Ramat Gan, Israel. The company operates in the development, and marketing of program formats as well as the development and production of TV shows, drama series and feature films and is allocated to the Content Production & Global Sales segment. The company was initially consolidated in June 2012.

By contract of and effective May 10, 2012, ProSiebenSat.1 Media AG via the Group company Red Arrow Entertainment Limited, London, United Kingdom acquired a stake of 51% in New Entertainment Research and Development Limited, London, United Kingdom. The company's business is the development and production of factual entertainment and comedy formats for British and international TV-stations, it is allocated to the Content Production & Global Sales segment. The company was initially consolidated in June 2012.

By contract of April 2, 2012 and effective as of May 11, 2012, ProSiebenSat.1 Media AG via the Group company SevenVentures GmbH, Unterfoehring acquired a 100% stake in Booming GmbH, Munich. The company operates in online search engine marketing and optimization, eMail marketing and affiliate marketing and is allocated to the Digital & Adjacent segment. The company was initially consolidated in May 2012.

As ProSiebenSat.1 Media AG controls the companies initially consolidated in the second quarter of 2012, they are included in the consolidated financial statements of ProSiebenSat.1 Group as subsidiaries and fully consolidated. Individually, the companies are not material for the presentation of earnings, financial position and performance of the Group. The following table thus contains a summarized provisional description of the financial effects of these business combinations on the consolidated financial statements of ProSiebenSat.1 Group as of the dates of initial consolidation. It only contains those statement of financial position line items showing values:

EUR m	Carrying amounts at acquisition	Step up	Fair value at acquisition
Intangible assets	0.1	4.6	4.7
Property, plant and equipment	0.1	- / -	0.1
Non-current assets	**0.2**	**4.6**	**4.8**
Current programming assets	2.0	- / -	2.0
Trade receivables	4.1	- / -	4.1
Other current assets	0.4	- / -	0.4
Cash and cash equivalents	0.7	- / -	0.7
Current assets	**7.2**	**- / -**	**7.2**
Deferred tax liabilities	- / -	1.2	1.2
Non-current liabilities and provisions	**- / -**	**1.2**	**1.2**
Current loans and borrowings	0.4	- / -	0.4
Trade payables	6.6	- / -	6.6
Other current liabilities	4.2	- / -	4.2
Current liabilities	**11.2**	**- / -**	**11.2**
Total net assets	**-3.8**	**3.4**	**-0.4**
Purchase price per IFRS 3			18.5
Goodwill			**18.9**

The separately recognized intangible assets comprise distribution agreements of Austria 9 TV GmbH. No further intangible assets were recognized separately from goodwill. Of this aggregate goodwill, EUR 6.3 million relates to Endor Productions Limited, EUR 4.8 million to July August Communications and Productions Limited, EUR 3.1 million to New Entertainment Research and Development Limited, EUR 3.0 million to Booming GmbH and an amount of EUR 1.7 million to Austria 9 TV GmbH. The goodwill primarily represents strategic synergy potentials in film productions and broadcasting activities and is not deductible for tax purposes. The carrying amounts of trade receivables acquired equal their fair values. Of the purchase prices per IFRS 3, EUR 8.3 million were paid in cash. Furthermore, the group agreed put options with the non-controlling shareholders of Endor Productions Limited, July August Communications and Productions Limited and New Entertainment Research and Development Limited over the remaining shares in these companies. As ProSiebenSat.1 Group has an unconditional obligation to meet the terms of these options, they were recognized as financial liabilities with a fair value as of the dates of initial consolidation of EUR 10.2 million.

On June 22, 2012, ProSiebenSat.1 Group, via the Group company SBS Media A/S, Copenhagen, Denmark has acquired a 100% stake in the radio stations Radioselskabet af 1/7 2007 ApS, Newradio ApS und Radio Klassisk ApS, all Copenhagen, Denmark for a cash purchase price of EUR 3.3 million. The acquisition strengthens the Group's position in the Danish radio market. For materiality reasons and due to the proximity of the acquisitions to the reporting date, the companies are presented as affiliated, not consolidated entities as of June 30, 2012. Initial consolidation will occur in the third quarter of 2012.

There were no further acquisitions in the second quarter of 2012.

The companies intially consolidated during the first half of 2012 have not materially affected earnings, financial position and performance of ProSiebenSat.1 Group. Moreover, an inclusion as of the beginning of the financial year 2012 would have had no material impact either.

Disposal of subsidiaries in Belgium and the Netherlands in the financial year 2011

In the financial year 2011, ProSiebenSat.1 Group sold its TV operations in Belgium and its TV and Print operations in the Netherlands to a consortium of leading international media companies. The companies sold were deconsolidated since the Group ceased to control them as of the respective closing dates. Due to their significance for the earnings, financial position and performance of ProSiebenSat.1 Group, the subsidiaries disposed constitute a "discontinued operation" as defined by IFRS 5. As a consequence, the result from discontinued operations is separately presented in the income statement, prior year figures have been adjusted accordingly.

The following table contains the result from discontinued operations (i.e. the sold subsidiaries in Belgium and the Netherlands) during the second quarter 2012 and the first half of 2011 respectively:

INCOME STATEMENT DISCONTINUED OPERATIONS

	EUR m	Q2 2011	H1 2011
1.	Revenues	107.4	195.6
2.	Operating expenses	-72.9	-156.4
3.	**Result from operations before interest and tax**	**34.5**	**39.2**
4.	Financial result	-0.6	3.2
5.	**Result from operations before tax**	**33.9**	**42.4**
4.	Income Tax	-7.7	-11.6
5.	**Result from operations, net of income tax**	**26.2**	**30.8**
6.	Gain on sale of discontinued operations	20.9	20.9
7.	Income Tax on gain on sale of discontinued operations	- / -	- / -
8.	**Profit after tax**	**47.2**	**51.7**

The result from discontinued operations is fully attributable to the shareholders of ProSiebenSat.1 Media AG. The disposal of the subsidiary in Belgium affected the interim financial statements of ProSiebenSat.1 Group in the previous year as follows:

IMPACT OF DECONSOLIDATION ON THE GROUP

EUR m	Q2 2011
Goodwill	81.3
Other intangible assets	49.2
Non-current assets	3.0
Programming assets	76.7
Other assets, including deferred taxes	53.3
Cash and cash equivalents	9.7
Provisions	-1.3
Deferred tax liabilities	-13.9
Other liabilities	-76.7
Net Assets	**181.3**
Purchase price	**202.2**
Purchase price	**202.2**
Cash and cash equivalents disposed	-9.7
Net cash inflow on sale	**192.5**
Gain on sale of discontinued operation	**20.9**

When calculating the gain on sale, goodwill was allocated to the units remaining and the units sold on the basis of relative values, as required by IAS 36.86. Moreover, assets held for sale in the previous year amounted to EUR 960.4 million, accompanying liabilities stood at EUR 181.2 million. These reflect the following line items:

ASSETS HELD FOR SALE AND ASSOCIATED LIABILITIES

EUR m	June 30, 2011
Goodwill	523.2
Other intangible assets	227.1
Programming Assets	99.5
Other assets (incl. deferred taxes)	69.0
Cash and Cash equivalents	41.6
Total assets held for sale	**960.4**
Trade and other payables	65.3
Deferred tax liabilities	61.5
Other liabilities	54.4
Total liabilities associated with assets held for sale	**181.2**
	779.2

5 Segment Reporting

In accordance with IFRS 8, operating segments must be defined on the basis of the Company's internal management and reporting. The organizational and reporting structure is based on management by business segments. On the basis of this reporting system, the Executive Board, as the "chief operating decision maker", evaluates the performance of the various segments and the allocation of resources.

Due to a change in the organizational and reporting structure, ProSiebenSat.1 Group reports the four segments Broadcasting German-speaking, Broadcasting International, Digital & Adjacent and Content Production & Global Sales from the financial year 2012. Previously, the segment structure of the Group was made up of the three segments Free TV in German-speaking Europe, Free TV International and Diversification. In line with IFRS 8.29 the comparative prior-year figures have been adjusted accordingly.

The Broadcasting German-speaking segment mainly comprises the Group's TV stations SAT.1, ProSieben, kabel eins and sixx, organized under the umbrella of ProSiebenSat.1 TV Deutschland GmbH, as well as the SAT.1 regional companies, the sales company SevenOne Media and the Group's subsidiaries in Austria and Switzerland.

The Broadcasting International segment comprises the advertising-funded TV stations in Northern Europe (Denmark, Finland, Norway and Sweden) and in the Central- and Eastern European region (Romania and Hungary) as well as the Radio stations in Northern Europe and Romania. In the financial year 2011, this segment also contained the radio stations in Greece (until September 2011) and Bulgaria (until November 2011). Moreover the TV operations in the Benelux countries (Netherlands and Belgium) were sold during the financial year 2011. As a consequence the following tables have been adjusted to present the effect of the discontinued operations on the segments.

The Digital & Adjacent segment is made up of the online, pay and mobile TV, games and commerce activities as well as the ventures operations, while the Content Production & Global Sales segment contains the Red Arrow Entertainment Group, operating in international program development and production as well as the global program distribution activities of SevenOne International.

The Print operations sold in the financial year 2011, which were allocated to the former Diversification segment, are reported separately as discontinued operations.

SEGMENT INFORMATION OF THE PROSIEBENSAT.1 GROUP Q2 2012

EUR m	Segment Broadcasting German-speaking Q2 2012	Segment Broadcasting International Q2 2012	Segment Digital & Adjacent Q2 2012	Segment Content Production & Global Sales Q2 2012	Total Segments continuing operations Q2 2012	Discontinued operations Q2 2012	Eliminations Q2 2012	Total consolidated financial statements Q2 2012
Revenues	489.6	162.5	72.4	26.4	750.9	- / -	-27.6	723.3
External revenues	471.0	162.3	72.1	17.9	723.3	- / -	- / -	723.3
Internal revenues	18.6	0.2	0.3	8.5	27.6	- / -	-27.6	- / -
Recurring EBITDA	176.6	45.8	20.1	1.0	243.5	- / -	- / -	243.5

SEGMENT INFORMATION OF THE PROSIEBENSAT.1 GROUP Q2 2011

EUR m	Segment Broadcasting German-speaking Q2 2011	Segment Broadcasting International Q2 2011	Segment Digital & Adjacent Q2 2011	Segment Content Production & Global Sales Q2 2011	Total Segments continuing operations Q2 2011	Discontinued operations Q2 2011	Eliminations Q2 2011	Total consolidated financial statements Q2 2011
Revenues	509.9	152.6	62.7	26.5	751.7	107.4	-59.5	799.6
External revenues	472.3	152.6	62.4	4.9	692.2	107.4	- / -	799.6
Internal revenues	37.6	- / -	0.3	21.6	59.5	- / -	-59.5	- / -
Recurring EBITDA	174.1	40.8	19.1	2.9	236.9	35.6	-0.5	272.0

SEGMENT INFORMATION OF THE PROSIEBENSAT.1 GROUP H1 2012

EUR m	Segment Broadcasting German-speaking H1 2012	Segment Broadcasting International H1 2012	Segment Digital & Adjacent H1 2012	Segment Content Production & Global Sales H1 2012	Total Segments continuing operations H1 2012	Discontinued operations H1 2012	Eliminations H1 2012	Total consolidated financial statements H1 2012
Revenues	925.3	297.9	143.1	46.3	1,412.6	- / -	-54.5	1,358.1
External revenues	888.9	297.7	142.6	28.9	1,358.1	- / -	- / -	1,358.1
Internal revenues	36.4	0.2	0.5	17.4	54.5	- / -	-54.5	- / -
Recurring EBITDA	285.2	62.7	37.7	-0.5	385.1	- / -	- / -	385.1

SEGMENT INFORMATION OF THE PROSIEBENSAT.1 GROUP H1 2011

EUR m	Segment Broadcasting German-speaking H1 2011	Segment Broadcasting International H1 2011	Segment Digital & Adjacent H1 2011	Segment Content Production & Global Sales H1 2011	Total Segments continuing operations H1 2011	Discontinued operations H1 2011	Eliminations H1 2011	Total consolidated financial statements H1 2011
Revenues	936.7	280.6	116.8	46.0	1,380.1	195.6	-92.1	1,483.6
External revenues	882.9	280.0	116.2	8.9	1,288.0	195.6	- / -	1,483.6
Internal revenues	53.8	0.6	0.6	37.1	92.1	- / -	-92.1	- / -
Recurring EBITDA	271.9	61.1	29.4	3.3	365.7	49.5	-0.6	414.6

The reconciliation between the segment values and the consolidated values is shown below:

RECONCILIATION OF SEGMENT INFORMATION

EUR m	Q2 2012	Q2 2011
RECURRING EBITDA		
Recurring EBITDA of reportable segments	243.5	236.9
Recurring EBITDA of discontinued operations	- / -	35.6
Eliminations	- / -	-0.5
Group Recurring EBITDA	**243.5**	**272.0**
Non-recurring result	-36.8	-6.2
Financial result	-46.5	-56.2
Depreciation and amortization	-26.9	-30.0
Impairment	-9.1	-4.7
Elimination pre-tax result from discontinued operations	- / -	-54.9
Consolidated profit before taxes from continuing operations	**124.2**	**120.0**

RECONCILIATION OF SEGMENT INFORMATION

EUR m	H1 2012	H1 2011
RECURRING EBITDA		
Recurring EBITDA of reportable segments	385.1	365.7
Recurring EBITDA of discontinued operations	- / -	49.5
Eliminations	- / -	-0.6
Group Recurring EBITDA	**385.1**	**414.6**
Non-recurring result	-41.2	-14.0
Financial result	-82.2	-91.3
Depreciation and amortization	-52.9	-62.6
Impairment	-9.4	-16.1
Elimination pre-tax result from discontinued operations	- / -	-63.3
Consolidated profit before taxes from continuing operations	**199.4**	**167.3**

Entity-wide disclosures for the ProSiebenSat.1 Group are provided below. The breakdown here is on the basis of the German-speaking region (Germany, Austria, Switzerland), Nordic (Denmark, Finland, Norway and Sweden), Central and Eastern Europe CEE (Romania and Hungary and during the first half-year of 2011 Bulgaria and Greece), BE/NL (Belgium, Netherlands), Other (USA, UK) and discontinued TV and Print operations BE/NL (Belgium, Netherlands).

ENTITY-WIDE DISCLOSURES

Geographical Breakdown	German-speaking		Nordic		CEE		BE/NL		BE/NL Discontinued operations		Other		Group	
EUR m	Q2 2012	Q2 2011	Q2 2012	Q2 2011	Q2 2012	Q2 2011	Q2 2012	Q2 2011	Q2 2012	Q2 2011	Q2 2012	Q2 2011	Q2 2012	Q2 2011
External Revenues	544.2	533.2	143.3	125.7	22.8	29.2	2.9	3.1	- / -	107.4	10.1	1.0	**723.3**	799.6

ENTITY-WIDE DISCLOSURES

Geographical Breakdown	German-speaking		Nordic		CEE		BE/NL		BE/NL Discontinued operations		Other		Group	
EUR m	H1 2012	H1 2011	H1 2012	H1 2011	H1 2012	H1 2011	H1 2012	H1 2011	H1 2012	H1 2011	H1 2012	H1 2011	H1 2012	H1 2011
External Revenues	1,032.1	997.5	265.0	234.8	39.6	49.2	6.1	4.8	- / -	195.6	15.3	1.7	**1,358.1**	1,483.6

Due to the change in segment reporting, the production function allocated to the segment Free-TV in German-speaking Europe in the financial year 2011 is now reported as a separate operating segment Content Production & Global Sales and also constitutes an independent cash-generating unit for purposes of goodwill impairment-testing under IAS 36. This change had no impact on the assessment of the recoverable amount of goodwill.

6 Impairments of intangible assets

In the second quarter of the financial year 2012, impairments of EUR 5.0 million were recognized on trademarks in Romania and EUR 3.2 million in Norway. These are allocated to the cash-generating units Free TV International and Radio respectively as required by IAS 36. There were no other changes compared with the last impairment test during the financial year 2011. Regarding the methodology and execution of the impairment test please refer to the respective sections in the Annual Report 2011 (Accounting Policies, Note 6, pp. 146f. and Intangible Assets, Note 16, pp. 167 to 170).

7 Equity

The subscribed capital of the ProSiebenSat.1 Media AG remained unchanged as of June 30, 2012, at EUR 218.8 million. The change in Capital reserves of EUR 0.8 million to EUR 576.3 million as of June 30, 2012 reflects the recognition of stock options in the income statement. Retained earnings declined in the first half-year of 2012 by EUR 111.0 million to EUR 671.3 million (as of December 31, 2011: EUR 782.3 million). This reflects the profit for the period of EUR 134.7 million on one hand and the dividend payout in May 2012 of EUR 245.7 million on the other (see Distribution of Dividends, Note 11). The change in Treasury shares is attributable to the disposal of preference shares due to the exercise of stock options (see Stock options and treasury shares, Note 10). Furthermore, EUR 51.1 million were recognized in other comprehensive income relating to the translation of subsidiaries' financial statements in foreign currencies and cash flow hedge accounting, including related deferred tax effects. The change in other equity primarily reflects the recognition of a put option granted to non-controlling shareholders of the subsidiary wetter.com AG, which was recognized directly in equity as a transaction with existing owners (see Scope of consolidation, Note 4).

8 Financial Liabilities and hedging relationships

Group financing mainly comprises several syndicated term loans as well as a revolving credit facility (RCF). The available RCF currently amounts to EUR 590.0 million. By the end of May 2012, ProSiebenSat.1 Group extended the maturity of a major portion of the facility of EUR 340.4 million until 2016, issued as new RCF 2 in that context. The remaining part of the initial facility (RCF 1) amounting to EUR 249.6 million remains due by the end of July 2014.

In February 2012, ProSiebenSat.1 Group has also extended a portion of its interest rate hedging instruments (interest rate swaps) of EUR 1,050.0 until 2016 to hedge the interest rate risk between 2014 and 2016, thereby lowering the average fixed-rate swap rate of these interest rate swaps from 4.6% to 3.4%. The extended interest rate swaps were de-designated in accordance with IAS 39 due to the ineffectiveness generated at the time of extension. The new hedging relationship established by the immediate re-designation meets the criteria of IAS 39 for the application of hedge accounting. ProSiebenSat.1 Group has also entered into further interest rate hedging transactions with a nominal total volume of EUR 450.0 million in March 2012. These transactions also hedge the interest rate risk between 2014 and 2016.

As a consequence of these transaction, the maturity ranges of the affected financial liabilities of ProSiebenSat.1 Group as of June 30, 2012 have changed as follows in comparison with December 31, 2011:

EUR m	1 year or less	1 to 5 years	More than 5 years	Total contractual cash flows
Loans and borrowings	75.9	2,594.4	- / -	2,670.3
Interest rate swaps	57.7	111.3	- / -	169.0
Total	**133.6**	**2,705.7**	**- / -**	**2,839.3**

As the hedging transaction described above hedges the interest rate risk between 2014 and 2016, the interest rate risk profile remains unchanged as of June 30, 2012 in comparison with December 31, 2011.

At June 30, 2012, the hedge ratio remains unchanged at 100% (December 31, 2011: 100%).

9 Provisions, contingent liabilities and other financial obligations

As of June 30, 2012, there were no material changes to the the items presented in the Annual Report 2011, with the exception described of the items described below,.

Legal action by the Federal Cartel Office against ProSiebenSat.1 Media AG: In May 2010, the premises of the ProSiebenSat.1 Media AG were searched by the Federal Cartel Office. These investigations were based on the suspicion of alleged agreements between former employees of ProSiebenSat.1 Media AG and the RTL Group several years ago to make programs currently available free of charge accessible in an encrypted format in the future. In July 2012, ProSiebenSat.1 Group and the Federal Cartel Office agreed in principle to a consensual termination of the proceedings related to this allegation. Taking into account the state of negotiations and using its best estimate, ProSiebenSat.1 Group recognized a provision of EUR 27.5 million as of June 30, 2012.

Legal action for additional payments to bestseller authors against companies of the ProSiebenSat.1 Group: On July 19, 2011 the Berlin Regional Court sentenced the SAT.1 Satelliten Fernsehen GmbH to make additional payments to a scriptwriter for a TV series under Section 32a of the German Copyright Act (UrhG). The appeal hearing on the matter will take place at the end of October 2012. In order to reduce the economic uncertainty arising from the ambiguous legal situation of Section 32a of the German Copyright Act, the stations of ProSiebenSat.1 TV Deutschland GmbH have started negotiations with an organization representing copyright holders' so as to reach a common remuneration agreement under Section 36 of the Copyright Act and to preclude claims under Section 32a of the Copyright Act for future productions. The outcome of these negotiations as well as possible financial obligations for the ProSiebenSat.1 Group cannot currently be predicted.

Apart from adjustments resulting from changes in the scope of consolidation, there were no significant changes in other financial obligations.

10 Stock options and treasury shares

In the first half-year of 2012 717,750 stock options of the cycle 2009 were exercised. Therefore, treasury shares declined from 7,640,000 as of December 31, 2011 to 6,922,250 as of June 30, 2012.

11 Distribution of Dividends

The annual shareholders' meeting of May 15, 2012 resolved to distribute a dividend of EUR 1.17 per entitled preference share and EUR 1.15 per entitled common share for the financial year 2011. Accordingly, a total amount of EUR 245.7 million was distributed on May 16, 2012.

12 Explanatory notes on the Cash flow Statement

For detailed explanations regarding the Cash flow Statement please refer to Section "Analysis of Liquidity and Capital Spending" in the Interim Management Report.

13 Related party transactions

At June 30, 2012 there have been no material changes to the Group's related party transactions in comparison with December 31, 2011.

14 Subsequent events after the interim reporting period

No reportable events of material effect on the earnings, financial position and performance of ProSiebenSat.1 Group or ProSiebenSat.1 Media AG respectively have occurred between the end of the half-year of 2012 and August 1, 2012, the date of authorization of this report for publication and forwarding to the Supervisory Board.

August 1, 2012
The Executive Board

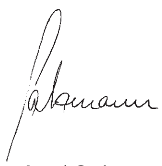
Responsibility Statement by Management

To the best of our knowledge, and in accordance with the applicable reporting principles for interim financial reporting, the interim consolidated financial statements give a true and fair view of the assets, liabilities, financial position and profit or loss of the group, and the interim management report of the group includes a fair review of the development and performance of the business and the position of the Group, together with a description of the material opportunities and risks associated with the expected development of the group for the remaining months of the financial year.

Unterföhring, August 1, 2012

The Executive Board

Thomas Ebeling (CEO)



Axel Salzmann (CFO)

Conrad Albert (Legal, Distribution & Regulatory Affairs)

Dr. Christian Wegner (New Media & Diversification)

Review Report

To ProSiebenSat.1 Media AG, Unterföhring
We have reviewed the condensed interim consolidated financial statements of the ProSiebenSat.1 Media AG, Unterföhring - comprising the income statement, the statement of comprehensive income, the statement of financial position, the cash flow statement, the statement of changes in equity and selected explanatory notes - together with the interim group management report of the ProSiebenSat.1 Media AG, Unterföhring, for the period from January 1, to June 30, 2012 that are part of the semi annual financial report according to § 37w WpHG ["Wertpapierhandelsgesetz": "German Securities Trading Act"]. The preparation of the condensed interim consolidated financial statements in accordance with those IFRS applicable to interim financial reporting as adopted by the EU, and of the interim group management report in accordance with the requirements of the WpHG applicable to interim group management reports, is the responsibility of the Company's management. Our responsibility is to issue a report on the condensed interim consolidated financial statements and on the interim group management report based on our review.

We performed our review of the condensed interim consolidated financial statements and the interim group management report in accordance with the German generally accepted standards for the review of financial statements promulgated by the Institut der Wirtschaftsprüfer (IDW) under additional consideration of International Standards on Review Engagements 2410 "Review of Interim Financial Information Performed by the Independent Auditor of the Entity." Those standards require that we plan and perform the review so that we can preclude through critical evaluation, with a certain level of assurance, that the condensed interim consolidated financial statements have not been prepared, in material respects, in accordance with the IFRS applicable to interim financial reporting as adopted by the EU, and that the interim group management report has not been prepared, in material aspects, in accordance with the requirements of the WpHG applicable to interim group management reports. A review is limited primarily to inquiries of company employees and analytical assessments and therefore does not provide the assurance attainable in a financial statement audit. Since, in accordance with our engagement, we have not performed a financial statement audit, we cannot issue an auditor's report.

Based on our review, no matters have come to our attention that cause us to presume that the condensed interim consolidated financial statements have not been prepared, in material respects, in accordance with the IFRS applicable to interim financial reporting as adopted by the EU, or that the interim group management report has not been prepared, in material respects, in accordance with the requirements of the WpHG applicable to interim group management reports.

Munich, August 1, 2012

KPMG AG
Wirtschaftsprüfungsgesellschaft

Dr. Gerhard Dauner (Wirtschaftsprüfer) **Haiko Schmidt** (Wirtschaftsprüfer)

ADDITIONAL INFORMATION

KEY FIGURES: MULTI-YEAR-OVERVIEW

EUR m	Q2 2012	Q2 2011	Q2 2010	Q2 2009	Q2 2008	Q2 2007	Q2 2006
Revenues	**723.3**	692.2	650.0	693.9	801.9	551.6	550.9
Revenue margin before income taxes (in percent)	**17.2**	17.3	11.9	12.2	11.0	26.0	24.8
Total costs	**555.8**	518.6	521.5	547.2	657.2	407.1	408.7
Operating costs[1]	**483.0**	455.6	427.8	495.7	601.5	395.5	- / -
Consumption of programming assets	**257.4**	273.6	214.2	261.9	318.5	230.8	235.7
Recurring EBITDA[2]	**243.5**	238.7	223.5	201.2	203.7	159.1	- / -
Recurring EBITDA margin (in percent)	**33.7**	34.5	34.4	29.0	25.4	28.8	- / -
EBITDA	**206.7**	210.4	165.1	177.3	189.3	158.8	154.8
Non-recurring items[3]	**-36.8**	-28.3	-58.4	-23.9	-14.4	-0.3	- / -
EBIT	**170.7**	175.7	130.0	147.1	151.6	148.6	144.9
Financial result	**-46.5**	-55.7	-52.5	-62.5	-64.3	-5.0	-8.4
Profit before income taxes	**124.2**	120.0	77.5	84.8	88.1	143.6	136.5
Consolidated net profit (after non-controlling interests)[4]	**83.9**	129.0	77.0	45.5	59.5	87.2	83.4
Profit from discontinued operations (net of income taxes)	**- / -**	47.2	25.8	- / -	- / -	- / -	- / -
Underlying net income[5]	**121.5**	95.3	87.2	52.8	73.6	88.2	- / -
Basic earnings per share of preferred stock (underlying)	**0.58**	0.45	- / -	- / -	- / -	- / -	- / -
Investments in programming assets	**241.3**	232.2	219.7	278.0	327.2	211.8	210.0
Free Cash flow	**145.4**	151.4	154.3	99.5	-6.7	117.8	208.2
Cash flow from investing activities	**-260.8**	-258.2	-247.1	-294.3	-388.7	-219.9	-213.3

EUR m	H1 2012	H1 2011	H1 2010	H1 2009	H1 2008	H1 2007	H1 2006
Revenues	**1,358.1**	1,288.0	1,226.1	1,320.9	1,530.9	1,052.8	1,016.1
Revenue margin before income taxes (in percent)	**14.7**	13.0	8.4	5.9	5.2	20.1	18.4
Total costs	**1,081.4**	1,029.4	1,020.6	1,124.8	1,340.0	839.4	815.7
Operating costs[1]	**977.9**	922.6	887.7	1,032.0	1,245.7	817.5	- / -
Consumption of programming assets	**530.7**	535.6	460.5	540.1	672.3	478.7	477.0
Recurring EBITDA[2]	**385.1**	368.7	342.1	295.0	292.2	241.2	- / -
Recurring EBITDA margin (in percent)	**28.4**	28.6	27.9	22.3	19.1	22.9	- / -
EBITDA	**343.9**	337.9	274.3	267.7	274.1	240.8	225.5
Non-recurring items[3]	**-41.2**	-30.8	-67.8	-27.3	-18.1	-0.4	- / -
EBIT	**281.6**	261.9	209.4	206.1	201.5	220.4	206.0
Financial result	**-82.2**	-94.6	-106.5[8]	-128.7	-122.8	-9.3	-19.4
Profit before income taxes	**199.4**	167.3	102.9[8]	77.8	79.5	211.1	186.6
Consolidated net profit (after non-controlling interests)[4]	**134.7**	167.3	98.8[8]	43.8	51.6	127.8	114.2
Profit from discontinued operations (net of income taxes)	**- / -**	51.7	30.9	- / -	- / -	- / -	- / -
Underlying net income[5]	**176.0**	129.1	120.0	64.4	79.6	129.9	- / -
Basic earnings per share of preferred stock (underlying)	**0.84**	0.61	- / -	- / -	- / -	- / -	- / -
Investments in programming assets	**584.6**	581.1	574.3	658.0	678.8	481.7	459.1
Free Cash flow	**33.8**	5.7	15.3	-6.4	-79.9	150.3	183.8
Cash flow from investing activities	**-638.9**	-620.2	-603.3	-680.0	-718.8	-480.3	-468.7

EUR m	06/30/2012	06/30/2011	06/30/2010	06/30/2009	06/30/2008	06/30/2007	06/30/2006
Programming assets	**1,573.8**	1,503.5	1,622.5	1,472.8	1,282.3	1,042.9	1,027.2
Equity	**1,358.0**	1,202.4	757.3[8]	492.8[8]	921.7[8]	1,375.4	1,291.1
Equity ratio (in percent)	**27.4**	19.1	12.0[8]	8.3[8]	15.4[8]	64.6	59.0
Cash and cash equivalents	**304.1**	881.8	750.3	599.1	632.9	213.9	338.6
Financial liabilities	**2,338.5**	3,765.5	4,025.5	4,026.6	3,838.9	187.0	386.0
Leverage[6]	**2.3**	3.1	4.1	5.1	5.2	- / -	- / -
Net financial debt	**2,034.4**	2,842.0	3,275.1	3,427.3	3,689.1	-26.9	47.2
Employees[7]	**4,224**	4,302	3,865	5,195	5,915	3,062	2,914

1 Total costs excl. D&A and non-recurring expenses. 2 EBITDA before non-recurring (exceptional) items. 3 Non-recurring expenses netted against non-recurring income. 4 Consolidated net profit attributable to shareholders of ProSiebenSat.1 Media AG including discontinued operations. 5 Consolidated profit for the period, before the effects of purchase price allocations and non cash currency valuation effects as well as provisions in the context of the antitrust-proceedings in 2012. 6 Ratio net financial debt to recurring EBITDA in the last twelve months. 7 Full-time equivalent positions as of reporting date from continuing operations. 8 After changes in accounting policies according to IAS 8 and corresponding adjustment of previous-year figures. For information regarding the change in accounting policy, please refer to the Annual Report 2010, page 123.

Explanation of reporting principles: The figures for the second quarter or the first half-year of 2011 relate to the key figures from continuing operations reported in line with IFRS 5. The income statement items of the entities deconsolidated in 2011 including the gain on sale are aggregated and reported separately, net of income tax, as result from discontinued operations. There were no discontinued operations in the second quarter and in the first half of the financial year 2012.

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FINANCIAL CALENDAR

03/01/2012	**Press Conference/IR Conference on preliminary figures 2011** Press Release, Press Conference in Munich, Conference Call with analysts and investors
03/30/2012	**Publication of the Annual Report 2011**
05/10/2012	**Publication of the Quarterly Report Q1 2012** Press Release, Conference Call with analysts and investors, Conference Call with journalists, Webcast
05/15/2012	**Annual General Meeting 2012**
05/16/2012	**Dividend payment**
08/02/2012	**Publication of the Quarterly Report Q2 2012** Press Release, Conference Call with analysts and investors, Conference Call with journalists, Webcast
11/08/2012	**Publication of the Quarterly Report Q3 2012** Press Release, Conference Call with analysts and investors, Conference Call with journalists, Webcast

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