

# **PREMIERE**

## **Articles of Association of Premiere AG**

**As of 14 January 2009**

[Convenience translation, for information purposes only]

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## I. GENERAL PROVISIONS

### §1

#### NAME, SEAT AND DURATION OF COMPANY

- (1) The name of the company, existing in the form of a German stock corporation, is

**Premiere AG.**

- (2) The seat of the company is in Unterföhring, District of Munich, Federal Republic of Germany.
- (3) The company is founded for an indefinite period.

### §2

#### OBJECT OF ENTERPRISE

- (1) The object of enterprise is the acquisition, holding and managing of interests in and the performance of management, administration, service and consulting functions for companies which primarily or indirectly engage in the following fields:
- a) operation of a subscriber television programme (television financed by subscriber charges, "pay TV") by the acquisition of subscribers in the German-speaking market,
  - b) operation of one or several freely receivable analogue or digital television channels financed by advertising and sponsorship proceeds and by the proceeds of sports events,
  - c) creation and marketing of digital pay TV channels,

- d) organization of pay-per-view, near video-on-demand, video-on-demand and the offering of all manner of other media, television and online services in all transmission media,
  - e) expansion of subscriber television programme to a digital program and marketing platform,
  - f) purchase, sale and rental of rights in films, radio and television productions and the acquisition, sale and rental of transmission rights for public events,
  - g) grant of software licenses, management of accesses to digital satellite platforms and other platforms and management of conditional access systems, and
  - h) sale of program magazines and the arrangement/referral of program magazine subscriptions.
- (2) The company may engage in all forms of business that are conducive to promoting the company's purpose either directly or indirectly. The company may participate in other companies of identical or similar type both in Germany and abroad or acquire such companies; it may also set up branches and permanent establishments in both Germany and abroad. The company may take over companies in which it has a direct or an indirect interest, grant suretyships or loans, take over their liabilities or support them by other means.

### **§3**

#### **NOTICES AND TRANSMISSION OF INFORMATION**

- (1) Notices of the company shall be made in the electronic Federal Gazette (*elektronischer Bundesanzeiger*).
- (2) Information may also be transmitted to the shareholders of the company by means of remote data transfer.

## **II. REGISTERED SHARE CAPITAL AND SHARES**

### **§4**

#### **AMOUNT AND DIVISION OF REGISTERED SHARE CAPITAL**

- (1) The company's registered share capital amounts to EUR 122,683,636 (in words: one hundred twenty two million six hundred eighty three thousand and six hundred thirty six euros). It was contributed in the amount of EUR 70,000,000 (in words: seventy million euros) by conversion of Blitz 02-134 GmbH, registered in the commercial register of the local court of Munich under HRB 143 887 with its seat in Unterföhring, District of Munich.
- (2) It is divided into 122,683,636 registered non-par-value shares.
- (3) The management board is authorised, subject to the consent of the supervisory board, to increase the company's registered share capital in the period up to 16 May 2011 by up to EUR 316,364 (in words: three hundred sixteen thousand and three hundred sixty four euros) by issuing in one or several tranches up to 316,364 (in words: three hundred sixteen thousand and three hundred sixty four) new registered non-par-value shares against cash contributions or contributions in kind (Authorised Capital 2006).

This authorisation may be exercised in partial amounts. The management board is authorised, subject to the consent of the supervisory board, to determine the further details regarding the share rights and the conditions of the share issuance.

For capital increases against cash contributions, the shareholders as a rule are to be granted a subscription right for the new shares. The shares shall be underwritten by at least one credit institution subject to the obligation to offer these for subscription by the shareholders.

However, the management board is authorised, subject to the consent of the supervisory board, to exclude the shareholders' subscription right in the case of capital increases against cash contributions provided that the shares issued against cash contributions or contributions in kind subject to exclusion of the subscription right during the term of this authorisation do not exceed 20% in total of the registered share capital on neither the effective date nor the exercise date of this authorisation. The exclusion of the shareholders' subscription right for capital increases against cash contributions shall furthermore be permitted only

- a) to realise any fractional amounts,
- b) to the extent this is required for anti-dilution protection in order to grant holders of conversion options or warrants, which were or will be issued by Premiere AG or companies in which Premiere AG directly or indirectly holds a majority interest, a subscription right for new shares in the scope to which they would be entitled after exercise of the conversion options or warrants or after fulfilment of the conversion obligations, or
- c) if the issuance amount of the new shares is not substantially lower than the stock market price and the shares issued pursuant to Section 186 (3) sentence 4 of the German Stock Corporation Act (AktG) against cash contributions subject to exclusion of the subscription right during the term of this authorisation do not exceed 10% in total of the registered share capital on neither the effective date nor the exercise date of this authorisation. The following shall be imputed to this threshold of 10% of the registered share capital:
  - treasury shares which are sold subject to exclusion of the shareholders' subscription right during the term of this authorisation in analogous application of Section 186 (3) sentence 4 AktG,and

- shares which are issued or are to be issued for servicing bonds with conversion options or warrants, if and to the extent that the bonds are issued subject to exclusion of the subscription right during the term of this authorisation in analogous application of Section 186 (3) sentence 4 AktG.
- (4) The registered share capital of the company is contingently increased by up to EUR 8,200,000.00 (in words: eight million two hundred thousand euros) through the issuance of up to 8,200,000 (in words: eight million two hundred thousand) new registered ordinary shares (non-par-value shares) (Contingent Capital 2006). The contingent capital shall be used exclusively to grant new shares to the holders of conversion options or warrants issued pursuant to the resolution of the annual general meeting dated 17 May 2006 under agenda item 6 by Premiere AG or companies in which Premiere AG holds a direct or indirect majority interest. The shares shall be issued at the respective conversion or warrant price to be determined pursuant to the aforesaid resolution. The contingent capital increase shall be carried out only to the extent that the holders of the conversion options or warrants exercise their conversion options or warrants or fulfil conversion obligations under such bonds.

## **§5**

### **REGISTERED SHARES, SHARE CERTIFICATES**

- (1) Shares are issued as registered shares. Shareholders are registered in the share register.
- (2) The form and content of share certificates and any profit-sharing and renewal certificates shall be determined by the management board with the approval of the supervisory board. The same shall apply to bonds and interest coupons.

- (3) Any entitlement of shareholders to certification of their shares shall be excluded to the extent that this is legally permissible and that certification is not required according to the rules of any stock exchange to which the share is admitted for trading. The company shall be entitled to issue share certificates embodying individual shares (individual certificates) or several shares (consolidated certificates).
- (4) In the event of a capital increase, profit participation may be determined in derogation from Section 60 (2) AktG.

### **III. MANAGEMENT BOARD**

#### **§6**

#### **COMPOSITION AND RULES OF PROCEDURE**

- (1) The management board consists of several persons. The number of members of the management board shall be determined by the supervisory board. It may appoint a chairman of the management board and a deputy chairman.
- (2) Resolutions of the management board, unless otherwise provided by the Articles of Association or the Rules of Procedure for the management board, shall be adopted by simple majority of votes cast.
- (3) The supervisory board shall issue Rules of Procedure for the management board. These Rules of Procedure shall in particular define those transactions subject to the consent of the supervisory board.

#### **§7**

#### **REPRESENTATION OF COMPANY**

The company shall be jointly represented by two members of the management board or by one member of the management board together with an authorised officer (*Prokurist*).

### **III. SUPERVISORY BOARD**

#### **§8**

#### **COMPOSITION OF SUPERVISORY BOARD, TERM OF OFFICE**

- (1) The supervisory board consists of six members.
- (2) The members of the supervisory board shall be elected for the period up to the conclusion of the annual general meeting resolving on the formal approval of the actions of the supervisory board for the fourth financial year after the commencement of the term of office. The financial year in which the term of office commences shall not be counted for this purpose. The annual general meeting may determine a shorter term of office. Re-election of supervisory board members is possible.
- (3) The annual general meeting may appoint substitute members for the supervisory board members to be elected by the annual general meeting. These substitute members become members of the supervisory board upon further determination by the annual general meeting in the event that supervisory board members leave the supervisory board prior to expiry of their term of office. In such case the supervisory board office of the substitute member shall terminate upon conclusion of the next annual general meeting held after such substitute member took up his/her duties as substitute member, provided that a substitute election is carried out at such annual general meeting. If no substitute election is carried out at the annual general meeting, the substitute member's term of office shall be extended until the end of the term of office of the departing supervisory board member. Substitute elections shall take place for the remainder of the departing member's term of office.

## **§9**

### **RESIGNATION**

Any member and substitute member of the supervisory board may resign from the supervisory board, also without having to state grounds for such resignation, on one month's written notice to the company represented by the management board. The chairman of the supervisory board - or his deputy in the event of the chairman's resignation - may approve a shorter notice period or a waiver of adherence to the notice period.

## **§10**

### **CHAIRMAN AND DEPUTY**

- (1) Following the ordinary annual general meeting upon whose conclusion the term of office of the members elected by the annual general meeting commences, and in a meeting which shall require no special convocation, the supervisory board shall elect from amongst its members a chairman and a deputy chairman for the duration of the term of office of such members.
- (2) If the chairman or his/her deputy resigns from office prior to expiry of his/her term, the supervisory board must hold a new election for the remaining term of office of the departing member without undue delay.
- (3) In the event of incapacitation of the chairman and his/her deputy in the exercise their duties, the supervisory board member who is the senior-most member in age shall assume such duties for the duration of such incapacitation.

## **§11**

### **CONVOCATION, CONSTITUTION OF QUORUM AND CASTING VOTE**

- (1) The chairman of the supervisory board or, in the event of his/her incapacitation, the deputy shall convene meetings of the supervisory board and shall determine the venue. The invitation shall be issued in written form

or in text form (e.g. by fax or e-mail) to the address last made known to the management board. In urgent cases the Chairman may also convene meetings by telephone.

- (2) The invitation is to be issued on two weeks' notice stating the individual items of the agenda. In urgent cases, this notice period for the invitation may be shortened. Working documents are to be sent to the supervisory board in good time, wherever possible together with the invitation to the meeting. For calculating the aforementioned period, the sending of the invitation or notice shall be decisive.
- (3) The supervisory board shall have a quorum if at least three members participate in the adoption of the resolution. A member shall also be deemed to have participated in the adoption of a resolution if he/she abstains from voting.
- (4) Resolutions of the supervisory board, unless otherwise stipulated by mandatory legal provisions, shall be adopted by simple majority of votes cast. In the event of a tie, the chairman of the supervisory board shall cast the deciding vote.

## **§12**

### **REMUNERATION**

- (1) The members of the supervisory board shall receive, for each full financial year of membership on the supervisory board, a fixed remuneration of EUR 25,000.00, which shall be due for payment after the end of a financial year. They shall also receive a further remuneration of EUR 100.00 for each EUR 0.01 dividend paid out which exceeds EUR 0.10 per share, but no more than a maximum amount of EUR 10,000.00, which further remuneration shall be due for payment upon distribution of the dividend. Supervisory board members who have not belonged to the supervisory board for a full financial year shall receive the remuneration pro rata temporis based on the length of their membership on the supervisory board.

- (2) The chairman of the supervisory board shall receive two times the remuneration pursuant to paragraph (1) above, and the deputy chairman of the supervisory board shall receive one-and-a half times the remuneration pursuant to paragraph (1) above.
- (3) Supervisory board members who belong to a committee shall receive in addition to the remuneration pursuant to paragraph (1) above an additional one-quarter of the amount of remuneration pursuant to paragraph (1) above and, if they chair the committee, shall also receive a further one-quarter of the amount of remuneration pursuant to paragraph (1) above. The amount of additional remuneration to be paid in accordance with the foregoing sentence for work on committees of the supervisory board shall nevertheless be limited to an amount equal to one times the remuneration pursuant to paragraph (1) above.
- (4) Moreover, from 1 January 2006 the members of the supervisory board shall receive an attendance fee of EUR 1,500.00 (in words: one thousand five hundred euros) for each meeting of the supervisory board they attend.
- (5) In addition to the remuneration pursuant to the foregoing paragraphs, the company shall reimburse the members of the supervisory board for their expenses incurred in the exercise of their supervisory board mandate and any VAT to be paid on their remuneration and expenses.
- (6) The company may conclude pecuniary loss liability insurance (D&O insurance) in favour of the members of the supervisory board on reasonable, customary market terms to cover the statutory liability arising from work on the supervisory board.

## **V. ANNUAL GENERAL MEETING**

### **§13**

#### **VENUE AND CONVOCAATION**

- (1) The annual general meeting shall be convened by the management board or, in the cases provided by law, by the supervisory board. It shall be held, at the option of the convening body, at the company's seat, at the seat of a German stock exchange or in a German city with more than 100,000 inhabitants.
- (2) The invitation must be issued at least thirty days before the day by the end of which the shares pursuant to Section 15 of these Articles of Association are to be registered at the latest, stating the agenda. The period pursuant to the first sentence is to be calculated back from the last day of the registration period, with such last day not being counted in the calculation; if the end of the period pursuant to the first sentence is a Saturday, Sunday or a statutory holiday at the seat of the company, the business day preceding such day shall be the end of the period instead.

### **§14**

#### **ORDINARY ANNUAL GENERAL MEETING**

The annual general meeting resolving on the formal approval of the actions of the management board and the supervisory board, the appropriation of profits, the election of the statutory auditor and - to the extent necessary - the adoption of the annual financial statements and approval of the consolidated annual financial statements (ordinary annual general meeting) shall take place within the first eight months of any financial year.

### **§15**

#### **PARTICIPATION IN / TRANSMISSION OF ANNUAL GENERAL MEETING**

- (1) Those shareholders shall be entitled to participate in the annual general meeting and to exercise their voting rights who are registered in the share register of the company and whose registration of their shares has been

received by the company or at such other body as designated in the convocation to the respective annual general meeting no later than on the seventh day prior to the annual general meeting in writing, by fax or in another form determined by the management board in the invitation to the respective annual general meeting (e.g. electronic form). The management board may determine a later registration date in the invitation to the annual general meeting. The registration period pursuant to the first sentence is to be calculated back from the day of the annual general meeting, with such day not being counted in the calculation; if the end of the registration period pursuant to the first sentence is a Saturday, Sunday or a statutory holiday, the business day preceding such day shall be the end of the period instead.

- (2) The chairman of the annual general meeting shall be entitled to approve audiovisual transmission of the annual general meeting via electronic media in a manner to be further specified by him/her, provided that this has been announced in the invitation to the annual general meeting.

## **§16**

### **VOTING RIGHT**

- (1) Each share shall confer one vote.
- (2) The voting right may be exercised by authorised representatives. The authorised representative may also be a proxy appointed by the company. If neither a credit institution nor shareholders' association is appointed, the authorisation may be issued in writing, by fax or in such other form as specified by the company. The details regarding the grant of authorisation shall be made known in the invitation together with the convocation of the annual general meeting.

## **§17**

### **CHAIR OF ANNUAL GENERAL MEETING**

- (1) The annual general meeting shall be chaired by the chairman of the

supervisory board, or in the event of his/her incapacitation by a supervisory board member to be appointed by the chairman. If no supervisory board member has been appointed by the chairman of the supervisory board or if such member is also incapacitated, the members of the supervisory board shall appoint the chairman from amongst its members.

- (2) The chairman shall conduct the deliberations and shall determine the sequence of items to be discussed together with the nature and form of voting thereon.
- (3) The chairman shall be authorised to apply reasonable time restrictions to the shareholders' rights to ask questions and speak at the annual general meeting and may also stipulate further details in this regard.

## **§18**

### **ADOPTION OF RESOLUTIONS**

- (1) Unless otherwise stipulated by mandatory provisions under the German Stock Corporation Act or by these Articles of Association, resolutions of the annual general meeting shall be adopted by simple majority of votes cast. To the extent that the German Stock Corporation Act additionally prescribes a majority of the registered share capital represented upon the adoption of the resolution, a simple majority of the capital represented shall, to the extent legally permitted, be sufficient.
- (2) The supervisory board shall be entitled to adopt amendments to the Articles of Association that merely serve to update the respective version of the same.

## **VI. ANNUAL FINANCIAL STATEMENTS**

### **§19**

#### **FINANCIAL YEAR, ACCOUNTING**

- (1) The financial year is the calendar year.
- (2) Within the first three months of the financial year, the management board shall adopt the annual financial statements (balance sheet together with income statement and notes) and the management report for the past financial year and without undue delay after their adoption submit the same to the supervisory board and to the statutory auditor appointed by the supervisory board. At the same time management board must submit to the supervisory board the proposal it will make to the annual general meeting for the appropriation of the net distributable profit.
- (3) The supervisory board shall examine the annual financial statements, the management report and the proposal for appropriation of the net distributable profit and shall report in writing to the annual general meeting on the result.

### **§20**

#### **APPROPRIATION OF NET PROFIT**

- (1) After the management board and the supervisory board have adopted the annual financial statements, they may allocate amounts of up to half of the net profit to other retained earnings. They shall also be authorised to allocate further amounts of up to 100% of net profit to other retained earnings as long as and to the extent that the other retained earnings do not exceed one half of the registered share capital and would not exceed such level also after such allocation.
- (2) Before calculating the portion of net profit to be allocated to other retained earnings pursuant to paragraph (1) above, allocations to statutory reserves as well as loss carry-forwards must first be deducted.

## **§21**

### **BASIS FOR SHAREHOLDERS' PROFIT PARTICIPATION**

- (1) The shareholders' entitlement to an interest in profits shall be determined in proportion to their interest in the registered share capital.
- (2) If new shares are issued, a different form of profit entitlement may be established.

## **VII. FINAL PROVISIONS**

### **§22**

#### **COSTS OF FOUNDATION / EXPENDITURE FOR CHANGE OF FORM**

- (1) The company has borne the cost of its foundation incurred to it and its promoters by statute (attorney's, notary's and court fees) up to the amount of EUR 2,500.00.
  - (2) The costs of converting the company into the legal form of a German stock corporation (in particular notary and court costs, costs of publication, taxes, costs of auditing and advice) shall be borne by the company up to an amount of EUR 250,000.00.
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