

WKN: PREM11
ISIN: DE000PREM111

Invitation

Annual General Meeting of Premiere AG, Unterföhring

We hereby invite our shareholders to attend the company's annual general meeting

on Thursday, 9 July 2009, at 10.00 a.m.

at the "Alte Kongresshalle", Theresienhöhe 15, 80339 Munich.

Please note that this is a translation of the invitation to the annual general meeting of Premiere AG. Only the German version of the invitation to the annual general meeting which was published in the Electronic Federal Gazette at <http://www.ebundesanzeiger.de> on 29 May 2009 is decisive. This translation is provided to the shareholders for convenience purposes only. No warranty is made as to the accuracy of this translation and Premiere AG assumes no liability with respect thereto.

Agenda

1. **Submission of the adopted annual financial statements for the year ending 31 December 2008, the approved consolidated financial statements for the year ending 31 December 2008, the management report for the company for financial year 2008, the management report for the Premiere group for financial year 2008, the report of the supervisory board for financial year 2008, and the explanatory report of the management board on the disclosures in accordance with sections 289 (4) and 315 (4) of the German Commercial Code for financial year 2008**

2. **Resolution on the ratification of the actions of the members of the management board for financial year 2008**

The management board and the supervisory board propose that ratification for financial year 2008 of the activities of all members of the management board for their terms served during financial year 2008 be postponed, in view of the initiated administrative and judicial proceedings.

3. **Resolution on the ratification of the actions of the members of the supervisory board for financial year 2008**

The management board and the supervisory board propose that ratification for financial year 2008 of the activities of all members of the supervisory board for their terms served during financial year 2008 be postponed, in view of the initiated administrative and judicial proceedings.

4. **Election of the statutory auditor and the statutory group auditor for financial year 2009**

The supervisory board proposes that KPMG AG Wirtschaftsprüfungsgesellschaft, Munich, be elected as statutory auditor of the annual financial statements, statutory auditor of the consolidated financial statements, auditor for the review of the half-year financial statement and the quarterly financial statements for financial year 2009 and auditor for the review of the half-year financial statement and the quarterly financial statements for financial year 2010 which are drawn up prior to the annual general meeting in year 2010.

5. **Election of supervisory board members**

Pursuant to sections 95, 96 (1) and 101 (1) of the German Stock Corporation Act and section 8 (1) of the company's articles of association, the supervisory board currently consists of six

members to be elected by the annual general meeting. The annual general meeting is not bound by candidate proposals.

The supervisory board proposes to elect

- a) Markus Tellenbach, president of the board of directors of Convers Media Services Ltd., Zurich, Switzerland, resident in Zollikon, Switzerland,
- b) Guillaume de Posch, advisor of the Antenna Group, Athens, Greece, resident in Brussels, Belgium,
- c) Dr. Stefan Jentzsch, Partner, Perella Weinberg Partners LLC, London, United Kingdom, resident in Kronberg,
- d) Thomas Mockridge, CEO of SKY Italia S.r.l., Milan, Italy, resident in Milan, Italy,
- e) Mark Kaner, president of 20th Century Fox Television Distribution, Los Angeles, USA, and member of the management of SKY Italia S.r.l., Milan, Italy, resident in Los Angeles, USA, and
- f) Steven Silvester Tomsic, Director Corporate Finance and Planning, Europe and Asia, News Corporation, London, United Kingdom, resident in Milan, Italy,

as members of the supervisory board until conclusion of the annual general meeting resolving on the ratification of the actions of the respective members of the supervisory board for financial year 2013.

Mr. Tellenbach is a member of the supervisory board of TVN S.A., Warsaw, Poland.

Dr. Jentzsch is a member of the supervisory board of adidas AG, Herzogenaurach.

Mr. Mockridge is a member of the board of directors of British Sky Broadcasting Ltd., Middlesex, United Kingdom; member of the board of directors of News Corp Europe Inc. Delaware, USA; chairman of the board of directors and CEO of TeleCare S.r.l., Rome, Italy; chairman of the board of directors and CEO of Teletipiù S.r.l., Rome, Italy; chairman of the board of directors of Balkan News Corporation EAD, Sofia, Bulgaria; vice-chairman of the supervisory board of AS "Latvijas Neatkarīga Televīzija", Riga, Latvia; member of the board of directors of SIA "TV Rīga", Riga, Latvia; chairman of the board of directors of Alliance Yapim Limited, Sirketi, Turkey; member of the board of directors of News Netherlands B.V., Amsterdam, the

Netherlands; member of the board of directors of News Adelaide Holdings B.V., Amsterdam, the Netherlands.

Mr. Kaner, Mr. de Posch and Mr. Tomsic are not members of other supervisory boards required by law or in comparable domestic or foreign authorities responsible for supervising commercial enterprises.

6. Resolution on changing the company name; amendment of the articles of association

The name of the company is to be changed to "Sky Deutschland AG".

The management board and the supervisory board propose to resolve as follows:

- a) Section 1 (1) of the articles of association of the company is amended and restated as follows:

“(1) The name of the company shall be Sky Deutschland AG.”
- b) The management board is instructed to submit this amendment to the articles of association for entry in the commercial register as soon as the preparations for the practical implementation of the name change have been carried out, however, by no later than 1 December 2009.

7. Resolution on the cancellation of the authorised capital 2006 and the creation of an Authorised Capital 2009; amendment of the articles of association

By resolution of the annual general meeting of 17 May 2006, the management board was 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 41,000,000.00 in one or several tranches against cash contributions or contributions in kind (authorised capital 2006).

On 8 February 2007, the execution of an increase of the registered share capital by EUR 16,400,000.00 to EUR 98,400,000.00 by exercise of such authorisation was registered in the commercial register.

On 19 September 2007, the execution of a further increase of the registered share capital by EUR 14,060,000.00 to EUR 112,460,000.00 by exercise of such authorisation was registered in the commercial register.

On 14 January 2009, the execution of a further increase of the registered share capital by EUR 10,223,636.00 to EUR 122,683,636.00 by exercise of such authorisation was registered in the commercial register.

Therefore, the authorised capital 2006 currently amounts to only EUR 316,364.00.

In order to continue to give the management board and the supervisory board sufficient room for manoeuvre, the authorised capital 2006 still existing after the aforementioned capital increases have been executed is to be cancelled in its entirety and a new Authorised Capital 2009 is to be created. The cancellation of the authorised capital 2006 shall only become effective if it is validly replaced by the Authorised Capital 2009.

The management board and the supervisory board propose to resolve as follows:

a) Cancellation of the authorised capital 2006

The authorisation granted to the management board by the annual general meeting of 17 May 2006 under point 4 of the agenda, that is to increase the company's registered share capital, subject to the consent of the supervisory board, in the period up to 16 May 2011 by up to EUR 41,000,000.00 by issuing in one or several tranches up to 41,000,000 new registered non-par value shares against cash contributions or contributions in kind (authorised capital 2006) shall be cancelled for the period as from the coming into effect of the Authorised Capital 2009 to be newly resolved by this annual general meeting on 9 July 2009.

b) Creation of new Authorised Capital 2009

The management board is hereby authorised, subject to the consent of the supervisory board, to increase the company's registered share capital in the period up to 8 July 2014 by up to EUR 147,044,143.00 (in words: one hundred and forty-seven million forty-four thousand one hundred and forty-three euros) by issuing in one or several tranches new registered non-par value shares against cash contribution and/or contributions in kind (Authorised Capital 2009).

Should the registered share capital be increased against cash contributions, the shareholders are to be granted a subscription right for the new shares. Pursuant to section 186 (5) of the German Stock Corporation Act, the new shares

may also be underwritten by a credit institution or a company operating pursuant to section 53 (1) sentence 1 or section 53b (1) sentence 1 or (7) of the German Banking Act, subject to the obligation to offer these for subscription by the shareholders. However, the management board is hereby 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 and/or contributions in kind subject to exclusion of the shareholders' 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 and only

- aa) for fractional amounts,
- bb) to the extent this is required in order to grant the holders of bonds with conversion options or warrants or with a conversion obligation issued by the company or its group companies, a subscription right for new shares in the scope to which they would be entitled after exercise of their conversion options or warrants or after fulfilment of a conversion obligation, or
- cc) if the issuance amount of the new shares is not substantially lower than the stock exchange price and the shares issued subject to exclusion of the shareholders' subscription right pursuant to section 186 (3) sentence 4 of the German Stock Corporation Act 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 limit:
 - the disposal of treasury shares to the extent that this takes place during the term of this authorisation subject to exclusion of the shareholders' subscription right pursuant to section 186 (3) sentence 4 of the German Stock Corporation Act;
 - shares which were issued or are to be issued for servicing bonds with conversion options or warrants or a conversion obligation, to the extent that the bonds were issued during the term of this authorisation subject to exclusion of the shareholders' subscription right in according

application of section 186 (3) sentence 4 of the German Stock Corporation Act.

In addition, the management board is hereby authorised, subject to the consent of the supervisory board, to exclude the shareholders' subscription right in the case of capital increases against contributions in kind during the term of this authorisation provided that the shares issued against cash contributions and/or contributions in kind subject to exclusion of the shareholders' subscription right do not exceed 20 % in total of the registered share capital on neither the effective date nor the exercise date of this authorisation.

The management board is also authorised, subject to the consent of the supervisory board, to lay down the further details of the capital increase and how it is to be carried out, in particular the content of the rights embodied in the shares and the terms and conditions for issuing the shares.

c) Amendment of the articles of association

Section 4 (3) of the articles of association is amended and restated as follows:

“(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 8 July 2014 by up to EUR 147,044,143.00 (in words: one hundred and forty-seven million forty-four thousand one hundred and forty-three euros) by issuing in one or several tranches new registered non-par value shares against cash contributions and/or contributions in kind (Authorised Capital 2009).

Should the registered share capital be increased against cash contributions, the shareholders are to be granted a subscription right for the new shares. Pursuant to section 186 (5) of the German Stock Corporation Act, the new shares may also be underwritten by a credit institution or a company operating pursuant to section 53 (1) sentence 1 or section 53b(1) sentence 1 or (7) of the German Banking Act, 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 and/or contributions in kind subject to exclusion of the shareholders' 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 and only

- aa) for fractional amounts,
- bb) to the extent this is required in order to grant the holders of bonds with conversion options or warrants or with a conversion obligation issued by the company or its group companies, a subscription right for new shares in the scope to which they would be entitled after exercise of their conversion options or warrants or after fulfilment of a conversion obligation, or
- cc) if the issuance amount of the new shares is not substantially lower than the stock exchange price and the shares issued, subject to exclusion of the shareholders' subscription right pursuant to section 186 (3) sentence 4 of the German Stock Corporation Act 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 limit:
 - the disposal of treasury shares to the extent that this takes place during the term of this authorisation subject to exclusion of the shareholders' subscription right pursuant to section 186 (3) sentence 4 of the German Stock Corporation Act;
 - shares which were issued or are to be issued for servicing bonds with conversion options or warrants or a conversion obligation, to the extent that the bonds were issued during the term of this authorisation subject to exclusion of the shareholders' subscription right in according application of section 186 (3) sentence 4 of the German Stock Corporation Act.

In addition, the management board is hereby authorised, subject to the consent of the supervisory board, to exclude the shareholders'

subscription right in the case of capital increases against contributions in kind, provided that the shares issued against cash contributions and/or contributions in kind during the term of this authorisation subject to exclusion of the shareholders' subscription right do not exceed 20 % in total of the registered share capital on neither the effective date nor the exercise date of this authorisation.

The management board is also authorised, subject to the consent of the supervisory board, to lay down the further details of the capital increase and how it is to be carried out, in particular the content of the rights embodied in the shares and the terms and conditions for issuing the shares.

- d) The management board is instructed to submit this resolution for entry in the commercial register in such a way that it is ensured that the cancellation of the previous authorised capital 2006 does not become effective without this being replaced by the Authorised Capital 2009.

8. Resolution on the amendment of the articles of association in line with the German Act Implementing the Shareholder Rights Directive (ARUG)

The draft bill of the German Act Implementing the Shareholder Rights Directive (ARUG), which is to come into force in 2009, lays down new rules for calculating the notice periods and deadlines in connection with convening the annual general meeting as well as the form of proxies. Furthermore, the provisions of the articles of association regarding the transmission of the annual general meeting via the internet must be amended in line with the planned stipulations of the ARUG. The management board will however register the amendments to the articles of association in the commercial register only after the ARUG has come into force. In anticipation of the provisions of the ARUG, which will probably come into force before the 2010 annual general meeting, the management board and the supervisory board propose to resolve as follows:

- a) Amendments of the articles of association
- aa) Section 13 (2) of the articles of association is amended and restated as follows:

"(2) The convocation of the meeting must be issued at least thirty days prior to the day by

the end of which the shareholders must be registered pursuant to section 15 of these articles of association, and must include the agenda. Neither the last day of the registration period nor the day on which the convocation is issued shall be taken into account when calculating the convocation period."

- bb) Section 15 of the articles of association is amended and restated as follows:

"(1) Shareholders are entitled to attend the annual general meeting and to exercise their voting rights if they are recorded in the share register of the company and their registration is received by the company, at the address given in the invitation to the respective annual general meeting, at least six days prior to the annual general meeting in writing, by fax or in another (e.g. electronic) form specified by the management board in the invitation to the respective annual general meeting. Neither the day on which the registration is received nor the day of the annual general meeting shall be taken into account when calculating the registration period.

- (2) The management board may allow audio-visual transmission of the annual general meeting."

- cc) Section 16 (2) of the articles of association is amended and restated as follows:

"(2) The voting right may be exercised through authorised representatives. The authorised representative may also be a proxy appointed by the company. The authorisation must be granted in text form or in another form to be specified by the company. The details pertaining to the granting of a voting authorisation shall be provided in the invitation together with the convocation of the annual general meeting. Should the shareholder authorise more than one person, the company may reject one or more of these."

- b) Registration in the commercial register

The management board is instructed to register the above resolution on the amendment of sections 13 (2), 15 and 16 (2) of the articles of association in the commercial register only once the corresponding changes to the law have come into effect as a result of the German Act Implementing the Shareholder Rights Directive (ARUG).

Report to the annual general meeting

Pursuant to section 203 (2) sentence 2 in conjunction with section 186 (4) sentence 2 of the German Stock Corporation Act, we report to the annual general meeting on agenda item 7 as follows:

The management board and the supervisory board propose to cancel – after it has been utilised to a large extent in the context of the capital increases registered in the commercial register in February and September 2007 and in January 2009 – the authorised capital 2006 to the extent that it still exists, and to authorise the management board and the supervisory board to issue new shares of the company on the basis of new authorised capital (Authorised Capital 2009) of up to EUR 147,044,143.00 in total. The new Authorised Capital 2009 will be available for capital increases against cash and/or non-cash contributions. When utilising the Authorised Capital 2009, the total amount may not be exceeded.

Pursuant to section 202 (3) sentence 1 of the German Stock Corporation Act, the nominal amount of the authorised capital may not exceed one-half of the registered share capital existing at the time of the authorisation. The decisive time for determining the limit of 50 % is the effective date of the authorisation, and thus the date of entry of the resolved authorised capital in the commercial register. Since the company's registered share capital currently amounts to EUR 490,147,144.00, the statutory 50 % limit is EUR 245,073,572.00. The intended scope of the Authorised Capital 2009 thus does not exceed the aforementioned limit and the conditions of section 202 (3) sentence 1 of the German Stock Corporation Act are satisfied. The authorisation is limited in term until 8 July 2014, thus also complying with the statutorily permitted time limit.

The purpose of the Authorised Capital 2009 is to permit the company, among other things, to finance acquisitions – to be paid for either in cash or in shares or other contributions in kind.

As a general principle, when the Authorised Capital 2009 is utilised the shareholders have a subscription right in the case of capital increases against cash contributions. However, the proposed resolution provides for an authorisation to exclude the subscription right, which as a rule exists when authorised capital is utilised, for certain purposes specified in detail in the proposed resolution and subject to the applicable statutory

provisions, provided that the shares issued during the term of this authorisation against cash and/or non-cash contributions subject to exclusion of the shareholders' subscription right do not exceed 20 % in total of the registered share capital on neither the effective date nor the exercise date of the authorisation.

The authorisation being sought provides that, with the consent of the supervisory board, the management board can exclude the subscription right for fractional amounts. The exclusion of the subscription right in respect of these fractional amounts, if any, serves only to make it possible for the authorisation to be exercised using round amounts. The new shares that, as non-allocable fractional amounts, are excluded from the shareholders' subscription right are realised in the best possible way for the company. Furthermore, the subscription right can be excluded insofar as this is necessary in order to give the holders of conversion options or warrants a right to subscribe new shares if this is provided for by the conditions underlying the bonds. To facilitate their placement on the capital market, such bonds are equipped with dilution protection which provides that, in the event of subsequent share issues, the holders or creditors can be granted the right to subscribe new shares, as granted to shareholders. They will therefore be treated as though they were already shareholders. In order to equip the bonds with such dilution protection, the shareholders' subscription rights must be excluded with respect to these shares. This facilitates the placement of the bonds and therefore serves the interests of the shareholders in an optimum financial structure of the company.

In addition, the management board will be able, with the consent of the supervisory board, to exclude the subscription right for capital increases against cash contributions if the shares are issued for a price that is not significantly less than the stock exchange price. This authorisation enables the company to react quickly and flexibly to market opportunities and to quickly meet resulting capital requirements. By excluding the subscription right it is possible to place the shares at a price close to the stock exchange price, so that the markdown customary in the case of rights issue is not necessary. With such a subscription right exclusion close to the stock exchange price the capital increase against cash contributions may not exceed 10 % of the existing registered share capital at the time of exercise, on neither the effective date nor the exercise date of the authorisation. This accommodates the needs of the shareholders for protection against dilution for their shareholdings. To maintain his participation quota, each shareholder can purchase shares on the market on almost the same conditions. The sale of own shares is to be imputed to this limit if the shares are sold during the term of this authorisation and the subscription right pursuant to section 186 (3) sentence 4 of the German Stock Corporation Act is excluded. In addition, shares that were issued or are to be issued to service bonds with conversion options or warrants or in case of a conversion obligation, if the bonds were issued during the term of this authorisation subject to

the exclusion of the subscription right, by mutatis mutandis application of section 186 (3) sentence 4 of the Stock Corporation Act.

It should be possible to exclude the subscription right in the case of capital increases against non-cash contributions, too. The company should be in a position at any time to act quickly and flexibly on the international and regional markets in the interests of its shareholders. This includes purchasing companies or participations in companies at short notice to improve the company's competitive situation. As consideration, the grant of shares may be expedient to conserve liquidity or to meet the general tax conditions, if any. Hence, the purpose of the proposed authorisation to issue shares from the Authorised Capital 2009 against non-cash contributions is again to give the company the possibility, with the consent of the supervisory board, to offer shares in Premiere AG quickly and flexibly in return for the purchase of companies or participations in companies without having to have recourse to the stock exchange. The proposed exclusion of the subscription right of the shareholders in the case of non-cash contribution serves this purpose.

Corresponding anticipatory resolutions providing for the possibility of excluding the subscription right are common practice. The management board will in all cases carefully examine whether the utilisation of the Authorised Capital 2009 is in the interest of the company and its shareholders. Whenever Authorised Capital 2009 is utilised, the management board will report on it to the next annual general meeting.

Participation in the annual general meeting

Shareholders are entitled to attend the annual general meeting and to exercise their voting rights if they are recorded in the share register of the company and their registration is received by the company no later than 2 July 2009 (Registration Period) in German or English language.

The registration must be sent in writing to the following address:

Premiere AG
c/o ADEUS Aktienregister-Service-GmbH
Postfach 57 03 64
22772 Hamburg
Germany

or by fax to the following fax number: +49 89/99 58-58 99.

A form for registration and for ordering admission tickets will be sent to the shareholders by mail.

Alternatively, the registration may be made electronically via the following website within the above-mentioned Registration Period:

www.info.premiere.de/hauptversammlung

If the prerequisites for participation are met, the admission tickets will be sent to the shareholders, or possibly directly to their authorised representatives, following proper registration. The admission ticket allows for inclusion in the list of participants and will be exchanged for a voting card block at the entry control point. The admission tickets are merely organisational aids. Shareholders who can prove that they have properly registered before the annual general meeting are also entitled to participate in the annual general meeting and exercise their voting right without an admission ticket.

Please register early if you are planning to attend the annual general meeting in order to make it easier to organise the annual general meeting.

Exercise of voting right through authorised representatives

A shareholder entitled to attend may appoint authorised representatives to attend the annual general meeting on his or her behalf. In this case also, the shareholder or the authorised representative must register for the annual general meeting on time. If neither a credit institution nor a shareholders' association is appointed as authorised representative, the authorisation is to be granted in writing, by fax or – in the case of electronic registration – via the Internet. Credit institutions and shareholders' associations can specify divergent provisions for their own authorisation.

If a shareholder would like to appoint a credit institution or a shareholders' association as authorised representative, the shareholder should inquire beforehand with the credit institution / the shareholders' association as to whether the credit institution / the shareholders' association will be represented at the annual general meeting of Premiere AG. In this case the credit institution / the shareholders' association is to be authorised as soon as possible so that the credit institution / the shareholders' association can register for the annual general meeting on time. If a credit institution is recorded in the share register, such credit institution may exercise the voting right for shares not owned by it only by virtue of an authorisation by the economic owner of the shares.

Shareholders have the possibility of having their voting rights exercised at the annual general meeting in accordance with their instructions by proxies appointed by the company for this purpose. In this case also, the shareholder must register for the annual general meeting on time. Authorisation may be granted to such proxies already before the annual general meeting. If a shareholder wishes to authorise the proxies appointed by the company, such shareholder must issue them, for each agenda item to be voted on, specific instructions as to how the voting right is to be exercised. The proxies appointed by the company are obliged to vote in accordance with the instructions given to them.

A form for such authorisation will be sent to the shareholders by mail together with the form for ordering the admission tickets.

In the case of electronic registration, the authorisation (except for an authorisation granted to a credit institution or a shareholders' association) may be granted via the following website:

www.info.premiere.de/hauptversammlung

Questions and motions by shareholders

Shareholders have the right to submit questions and motions on the agenda items as well as on the procedure and to cast their vote at the annual general meeting in person or through a representative.

Counter-motions pursuant to section 126 (1) of the German Stock Corporation Act against a proposal by the management board and the supervisory board regarding a certain agenda item as well as candidate proposals pursuant to section 127 of the German Stock Corporation Act are to be directed in writing only to the following address:

Premiere AG
Ordentliche Hauptversammlung 2009
Medienallee 4
85774 Unterföhring
Germany

or by fax to the following fax number: +49 89/99 58-75 99

or by e-mail to the following e-mail address:

hauptversammlung@premiere.de

Counter-motions and candidate proposals that are received by the company no later than two weeks before the day of the annual general meeting will be made immediately available to the other shareholders, with possible comments from the management, on the Internet at:

www.info.premiere.de/hauptversammlung

section 126 (2) of the German Stock Corporation Act shall remain unaffected.

Miscellaneous

This invitation to the annual general meeting and the documents specified in agenda item 1, as well as the report by the management board on agenda item 7 will be published, from the convocation on, on the Internet under the address

www.info.premiere.de/hauptversammlung

and displayed for inspection on the premises of the company's registered office at Medienallee 4, 85774 Unterföhring. On request, every shareholder will be provided with a copy of the aforementioned documents without undue delay and at no charge.

If and to the extent permitted by the chairman of the meeting, live audiovisual transmission of the annual general meeting over the Internet will be provided for the company's shareholders and the interested general public on 9 July 2009 from 10.00 a.m. Online access to the transmission will be provided on the day of the annual general meeting under the following website

www.info.premiere.de/hauptversammlung

The tradability of the shares will not be blocked by a registration for the annual general meeting; therefore shareholders can continue to freely dispose of their shares even after they have registered. However, deletions and new entries in the share registers will not be made on the day of the annual general meeting or in the last six days prior to the annual general meeting.

Total number of shares and voting rights at the time of the convocation of the annual general meeting

The total number of shares and voting rights issued by the company is 490,147,144 at the time of the convocation of the annual general meeting. The company does not hold any shares of its own at the time of the convocation of the annual general meeting.

Unterföhring, May 2009

The management board

Notifications pursuant to section 128 (2) sentences 6 to 8 of the German Stock Corporation Act

The supervisory board of Premiere AG does not include any management board members of a credit institution.

Management board members or employees of Premiere AG do not belong to the supervisory board of a credit institution that holds in custody shares in Premiere AG for the investors.

Premiere AG has not been notified that a credit institution holds a stake that is subject to notification requirements pursuant to section 21 of the German Securities Trading Act.

The following credit institutions belonged to the consortium that took over the most recent issuance of securities of Premiere AG (the implementation of the capital increase registered in the commercial register at the Local Court of Munich on 22 April 2009) within the last five years:

- > ABN AMRO Bank N.V.
- > Bayerische Hypo- und Vereinsbank Aktiengesellschaft (UniCredit Group)

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