

**Review and monitoring report
by the supervisory board of Premiere AG
for the financial year 2008**

Dear shareholders,

Another business year of Premiere AG (hereafter referred to as “the Company”) has come to an end. As in the previous year, we will first briefly outline the composition of the supervisory board (Section I). We will then report on the committees of the supervisory board (Section II), the monitoring of the management (Section III) and, following a note on the subject of Corporate Governance (Section IV), on the review of the 2008 annual consolidated financial statements (Section V). In conclusion, the supervisory board will, from its point of view, provide an evaluation of 2008 and an outlook for the business year 2009 for Premiere AG (Section VI).

I. Composition of the supervisory board and meetings held

1. Composition of the supervisory board

In accordance with the Company’s statutes, up until June 2008, the supervisory board consisted of three members:

- Rainer Großkopf, born on November 7, 1943, Chairman;
- Richard Roy, born on March 5, 1955, Deputy Chairman; and
- Dr. Stefan Jentzsch, born on December 12, 1960.

The substitute member for Dr. Jentzsch continues to be Kurt Sibold, management consultant, born on July 13, 1949.

On June 12, 2008, the Annual General Meeting of Premiere AG decided to amend the statutes and to increase the number of members of the supervisory board from three to six. The amended statutes were entered into the commercial register on June 23, 2008, thereby taking effect.

On June 12, 2008, the Annual General Meeting of shareholders elected the following three persons as additional members to the supervisory board:

- Markus Tellenbach, born on October 1, 1960;
- Tom Mockridge, born on July 7, 1955; and
- Mark Andrew Williams, born on March 8, 1961.

The supervisory board seat of Mark Williams has been inactive since he joined the Company's management board on September 10, 2008. The lawyer Dr. Hans M. Seiler was judicially commissioned as a new supervisory board member on February 5, 2009, replacing Mark Williams. On February 3, 2009, Rainer Großkopf resigned as Chairman of the supervisory board due to health reasons with immediate effect. Richard Roy has taken over the responsibilities of Chairman on an interim basis until a new Chairman is elected.

The individual members of the supervisory board support the supervisory board in its activities for the Company with their individual experience: for many years, Mr. Großkopf served as Managing Director of Tchibo GmbH, and brings to the supervisory board his experience in the fields of sales, customer loyalty and marketing. As board member responsible for the investment division of several major banks, most recently as head of the Corporate & Investment Banking Division as well as member of the management board of Dresdner Bank, Dr. Jentzsch is distinguished by his expert knowledge in the financial area. Mr. Roy, as former head of Microsoft Germany, contributes to the supervisory board with his understanding for and control of companies in the innovative consumer technology industry. Tom Mockridge has extraordinary experience in the pay-TV market because of his activities for Sky Italia, which is part of the group of companies of News Corp. Finally, Mr. Tellenbach is also renowned in the national and international pay-TV market and is, therefore, capable of supporting the supervisory board in its work.

The period of office for the above-mentioned supervisory board members will terminate at the end of the Annual General Meeting in 2009.

2. Number of meetings

The supervisory board was convened in 2008 for seven meetings altogether, with four ordinary and three extraordinary meetings. The ordinary meetings took place on a quarterly basis, on the following dates:

- February 29, 2008 (first ordinary meeting of the supervisory board - financial statements meeting),
- April 30, 2008 (second ordinary meeting of the supervisory board),
- July 25, 2008 (third ordinary meeting of the supervisory board), and
- October 31, 2008 (fourth ordinary meeting of the supervisory board).

The first non-scheduled meeting was held on August 19, 2008, not least to discuss the bidding strategy for the tender offering for awarding the Bundesliga matches from the 2009/10 to the 2011/12 seasons. The second extraordinary meeting was held on September 10, 2008. In light of the given developments, the subject of this meeting was the change of the Chairman of the management board from Michael Börnicke to Mark Williams. In the third non-scheduled meeting held on October 2, 2008, the new Chairman of the board, Mark Williams, presented the new sales strategy, the new classification of subscribers, which had consequently become necessary, and the EBITDA loss to be expected in the financial year 2008. The supervisory board discussed these topics and acknowledged them in agreement.

In the meeting on February 29, 2008, the supervisory board also reviewed its efficiency using a control sheet (see also Corporate Governance Report).

Usually the members of the supervisory board personally participated in the meetings; merely during the meeting of October 2, 2008, the members of the supervisory board Dr. Jentzsch and Tellenbach were connected via phone. The supervisory board member Tellenbach was incapable of participating in the meeting of July 25, 2008.

Apart from the meetings, the supervisory board held seven telephone conferences in the financial year 2008, as necessary due to Company matters.

II. Composition of committees and meetings held

1. Composition and tasks

In accordance with the terms of the rules of procedure for Premiere AG's supervisory board, the supervisory board elected from its members:

- an audit committee and
- a presidential committee

a) Audit committee

Through the establishment of an audit committee, the supervisory board is taking into account the ever increasing demands of the audit and advisory functions in connection with accounting questions, the control of the management board's risk management and the relationship with the external auditors. In this sense, the tasks of the audit committee are:

- a preparatory review of the Company's annual financial statements, management report, consolidated financial statements and Group management report together with the auditors;
- an investigation of the risk management performed by the management board;
- an investigation of the necessary independence of the external auditors, the issuance of audit instructions to the external auditors, the definition of the main focuses of the audit, and the conclusion of a fee agreement with the external auditors; and
- compliance.

The audit committee consists of three members. In the financial year 2008, first up until August 19, 2008, these were Richard Roy (Chairman), Rainer Großkopf (Deputy Chairman) and Dr. Stefan Jentzsch.

In the meeting on August 19, 2008, the supervisory board discussed a new structure of the committees, following its extension from three to six members. At the same time, Mr. Roy and Mr. Großkopf abandoned their tasks as members of the audit committee in order to enable the new supervisory board members Markus Tellenbach and Mark Williams to become members of this committee; Dr. Jentzsch was elected new Chairman. In September 2008, Mark Williams joined the Company's management board; as a consequence, since then he has become inactive as a member of the supervisory board. In order to maintain the ability to make decisions on the audit committee according to the statutes, Mr. Roy was again elected into the audit committee on October 31, 2008.

Accordingly, as per December 31, 2008, the following persons were members of the audit committee:

- Dr. Stefan Jentzsch (Chairman);
- Markus Tellenbach; and
- Richard Roy.

b) Presidential committee

In addition, the supervisory board has established a so-called presidential committee, whose tasks are

- to prepare the meetings of the supervisory;
- to monitor the implementation of the resolutions passed by the supervisory board or its committees;

- to define the terms and representation in the conclusion, amendment and termination of service agreements with the members of the management board.

In the financial year 2008, the presidential committee at first consisted of Rainer Großkopf, Richard Roy and Dr. Stefan Jentzsch. On August 19, 2008, Dr. Jentzsch abandoned his membership in the presidential committee in line with the internal new structuring of the committees in order to enable Tom Mockridge to become a member in this committee. Thus, as per December 31, 2008, the presidential committee consisted of the following members:

- Rainer Großkopf (Chairman);
- Richard Roy (Deputy Chairman); and
- Tom Mockridge.

2. Meetings held

The audit committee of the supervisory board met twice in the financial year 2008, i.e.

- in a first meeting on February 29, 2008, and
- holding a conference call on November 28, 2008.

At the meeting on February 29, 2008, the audit committee reviewed and discussed with the external auditors the annual financial statements and management report of Premiere AG and the consolidated financial statements and the Group management report for the Premiere Group for 2007, in particular in a preparatory capacity. In this meeting, the audit committee was also informed about to what extent the recommendations made in the Management Letter 2007 were implemented, and was guided through the risk management system.

In the telephone conference held on November 28, 2008, the audit committee obtained explanations, among other things, re the time table for the preparation, audit, adoption and main audit focuses for the Company's annual financial statements and the consolidated financial statements of the Premiere Group as of December 31, 2008.

In 2008, the presidential committee was continuously involved in preparing and following up meetings of the supervisory board. In addition, it was called on for advice in connection with the changes in the management board (Section 3.3.).

III. Monitoring of the Company's management in 2008

The supervisory board complied with the tasks imposed on it by law, the statutes, the rules of procedure and the Corporate Governance Code during the past business year 2008 and monitored the management of the Company by the management board carefully and on a regular basis. In addition, the supervisory board accompanied the Company's strategic development and all major individual measures in a consultative capacity.

In order to monitor the management, the supervisory board

- referred to the annual budget that had been approved for 2008;
- received reports from the management board, in particular on corporate policy, business planning, profitability, business developments and significant individual measures carried out by the Company; and
- reviewed transactions which, according to the management board's rules of procedure, had to be approved before they were carried out.

We should now like to inform you in greater detail about the frequency, subject and methods of the monitoring and review procedures that were performed.

1. Monitoring through reports from the management board

In order to ensure adequate monitoring of the management of the Company by the management board, the supervisory board obtained reports at regular intervals during 2008 from the management board, in and outside meetings, about business developments, revenues, earnings, costs and the general situation of the Company. The Chairman of the board used to report on the general situation of the Company, i.e. until September 2008 Michael Börnicke, afterwards Mark Williams.

The reports on the operative business were rendered by the management board members responsible for their individual areas. Mr. Teschner and later Mark Williams, respectively, informed the supervisory board on the current financial situation (actual budget compared with prior year, planned budget, variances between actual and prior year and explanation of the reasons for these variances), including the status of the respective current structure of the Premiere Group. Hans Seger elucidated to the supervisory board the development of the "programming area" (new contracts, highlights), while Carsten Schmidt presented the respective current status of the "Sports & New Business" division. The above-mentioned periodical reporting was supported by the presentation of quarterly reports (which must be prepared as the Company is quoted in the official market - Prime Standard - of the Frankfurt Stock Exchange). In this way, during 2008, the supervisory board was also able to obtain a meaningful picture of the results of operations, net assets and financial position of the Company on a regular basis.

Apart from the meetings, the Chairman of the supervisory board discussed on behalf of the entire supervisory board the course of business and issues of current interest with the Chairman of the management board in numerous bilateral discussions.

In the balance-sheet meeting of the supervisory board on February 29, 2008, the supervisory board listened to explanations of the Company's or Premiere Group's annual accounts and annual reports as per December 31, 2007, respectively, and to reports on the profitability, especially of the Company's equity capital. In this

meeting, the supervisory board - as was recommended by the audit committee - approved of the annual accounts and ascertained the annual report of Premiere AG.

2. Review of transactions subject to approval

The supervisory board issued rules of procedure for the management board under which certain kinds of transactions have to be approved in advance by the supervisory board. The rules of procedure also define the management board's informative and reporting obligations more precisely.

The rules of procedure are designed to ensure that the management board reports to the supervisory board at all times about matters and business transactions of the Company and its affiliated companies that have or could have a material impact on the situation, profitability or liquidity of the Company so that the supervisory board can comply with its obligations as a controlling body for the Company.

Based on the rules of procedure for Premiere AG's management board, in 2008, the supervisory board reviewed in particular the provision of an offering to acquire the rights for the medial exploitation of the UEFA Champions League from 2009/2010 to 2011/2012 as well as providing an offering to utilise the Bundesliga rights from the seasons 2009/2010 to 2011/2012 and for buying and selling stakes in enterprises.

In connection with all subjects submitted to it for resolution, the supervisory board obtained detailed information from the management board through oral and written reports on the motives, risks, aims and consequences, and on the impact of the planned business on the Company's results of operations, net assets and financial position. Documents relevant for the decisions relating to transactions requiring approval were made available to the supervisory board by the management board in good time before the resolution was due to be passed. As a result of the submissions and explanations of the management board in the respective meeting or telephone conference, the supervisory board was informed in all cases in sufficient detail so that it was able to reach a well-balanced decision. In the review and

consideration on the resolution submissions, each member of the supervisory board was able to contribute his own personal knowledge and experience.

No conflicts of interest arose in the financial year 2008 within the supervisory board.

3. Change in composition of the management board

Several changes in the composition of the management board occurred during the financial year 2008. Oliver Kaltner was appointed to the management board in July, responsible for "Marketing & Sales"; in October 2008, he left the Company. On September 10, 2008, Michael Börnicke resigned from his position as a member of the management board as well as CEO of the Company; subsequently, the supervisory board appointed Mark Williams as new CEO with immediate effect. On October 2, 2008, Alexander Teschner resigned from his position as CFO. Finally, and taking effect on December 1, 2008, Dr. Holger Enßlin was appointed to the management board responsible for the "Legal & Regulatory Affairs" division (which he headed before as a Vice President).

The contracts with the members leaving the management board were cancelled by the supervisory board at usual market conditions. In this respect, a non-competition clause was also agreed with the member having left the management board, Michael Börnicke.

Unterföhring, February 9, 2009

The supervisory board of Premiere AG

Richard Roy

(Chairman of the supervisory board on an interim basis)