

Counter-motions and candidate proposals
for the AGM of Premiere AG
on 9 July 2009

- last update: 23 June 2009 -

Below you will find all counter-motions and candidate proposals which were received on time and which are to be made accessible.

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.

Motion A

Dr. Franz Wagner, Munich, on his own behalf and on behalf of Tenedor Beteiligungs GmbH

Regarding agenda item 2:

“Ratification of the activities of the management board for the financial year 2008 is refused.

Reason:

The previous Chief Executive Officer of Premiere AG, Georg Kofler, knowingly provided a false – and excessively high – number of subscribers up until his resignation from his position. The supervisory board either acquiesced to this or was grossly negligent in failing to recognize this. The number of Premiere subscribers is a factor that is fundamental for the evaluation of the company. It has already been determined that the information from Mr. Kofler was incorrect.

Therefore, the activities of the management board and supervisory board cannot be ratified. The “postponement of the ratification” constitutes nothing other than the transparent attempt to get the affair out of the public eye with the passage of time, thus hindering any elucidation of the factual incidents. The proposed resolution from the management board and the supervisory board is therefore not appropriate.”

Motion B

Dr. Franz Wagner, Munich, on his own behalf and on behalf of Tenedor Beteiligungs GmbH

Regarding agenda item 3:

“Ratification of the activities of the supervisory board for the financial year 2008 is refused.

Reason:

The previous Chief Executive Officer of Premiere AG, Georg Kofler, knowingly provided a false – and excessively high – number of subscribers up until his resignation from his position. The supervisory board either acquiesced to this or was grossly negligent in failing to recognize this. The number of Premiere subscribers is a factor that is fundamental for the evaluation of the company. It has already been determined that the information from Mr. Kofler was incorrect

Therefore, the activities of the management board and supervisory board cannot be ratified. The “postponement of the ratification” constitutes nothing other than the transparent attempt to get the affair out of the public eye with the passage of time, thus hindering any elucidation of the factual incidents. The proposed resolution from the management board and the supervisory board is therefore not appropriate.”

Motion C

Achim Müller, Rösrath, proposes

with regard to agenda item 5:

that Mr. Günter Müller, 51503 Rösrath, forwarding merchant, managing director at Express-Müller, Cologne, be elected to the supervisory board.

Reason:

“As a longstanding former member of the supervisory board of R.Stahl AG (15 years), Mr. Müller is ideally suited for the supervisory board of Premiere. For, among other things, he arranged for the reorganization of Stahl. This is urgently necessary at Premiere as well.

Mr. Günter Müller, qualified forwarding merchant, is managing director at Express - Müller, Cologne telephone: [...] and, as an entrepreneur, possesses the necessary expertise, experience and assertiveness.

Moreover, he has excellent contacts in the areas of finance and politics as well as to employers' associations.“