

## **Ad-hoc Announcement as per § 15 WpHG**

Cologne, 16 December 2012

### **Ströer AG intends to acquire four online advertising marketers – Move into new business field**

The Supervisory Board of Ströer Out-of-Home Media AG, Cologne (hereinafter: Ströer AG), has approved a purchase agreement for Ströer AG to acquire one online advertising marketer, as well as a preliminary agreement – not yet legally binding – concerning the acquisition of three further online advertising marketers. Both agreements are subject to a number of conditions precedent, including approval by the Federal Cartel Office. The two transactions are expected to be closed by the end of April 2013.

For Ströer AG, these transactions mark the entry into a new business field – online advertising marketing. Once the deals have been completed, Ströer AG is, alongside its established out-of-home advertising business, also set to become a strong player in the German online advertising market. Corresponding amendments to supplement the company's business purpose in its Articles of Association are planned. To this end, an extraordinary general meeting is to be held before the end of February 2013.

The Supervisory Board firstly approved the conclusion of a purchase agreement governing the acquisition of all of the shares in adscale GmbH (Munich), a trading platform for digital advertising space in Germany. Of these, 91% will be acquired directly, with purchase options for the remaining shares. The Supervisory Board approved the deal on the condition that legally binding agreements are also reached with Media Ventures GmbH for the transactions set out below before the end of this year.

The other planned transactions involve three share holdings in online advertisers held by Media Ventures GmbH (Cologne). A corresponding preliminary agreement has been reached between Ströer AG and Media Ventures GmbH. This should lead to a legally binding purchase agreement by the end of this year. The agreement relates to Ströer Interactive GmbH, Hamburg (100 percent), FreeXMedia GmbH, Hamburg (100 percent) and Business Advertising GmbH, Düsseldorf (50.4 percent). All three companies are independent online media marketers with high coverage and specific audience targeting.

The three online marketers held by Media Ventures GmbH are to be contributed to Ströer AG by way of a capital increase in return for contributions in kind. To this end, an expected total of max. 6.8m new shares are to be issued to Media Ventures GmbH from authorised capital at Ströer AG. Media Ventures GmbH is majority owned (51%) by Dirk Ströer, who also sits on the Supervisory Board of Ströer Out-of-Home Media AG. The remaining 49% stake in Media Ventures GmbH is held by Udo Müller, Chairman of the Management Board (CEO) at Ströer AG.

### **About Ströer**

Ströer Out-of-Home Media AG, Cologne, together with its subsidiaries, specializes in all forms of out-of-home advertising media, from traditional posters and advertising at bus and tram stop shelters and on vehicles, through to sophisticated digital out-of-home advertising media. The Group commercializes more than 280,000 advertising faces and, with consolidated revenue of EUR 577.1m for fiscal year 2011, is one of the leading out-of-home advertising companies in Germany, Turkey and Poland. In terms of revenue, Ströer is one of Europe's largest providers of out-of-home advertising.

The advertising media portfolio of the Cologne-based SDAX-listed company comprises digital moving-picture networks in Germany's largest train stations, in underground and suburban railway stations and in the country's largest shopping malls.

In addition, Ströer boasts a broad offering of out-of-home advertising products that set new standards in terms of the quality, innovation and design of advertising media and street furniture. Ströer's street furniture has won 27 international awards. The Ströer Group has approximately 1,700 employees at over 70 locations.

For more information on the Company, please visit [www.stroeer.de](http://www.stroeer.de).

### **Further information:**

About adscale  
[www.adscale.de](http://www.adscale.de)

About Business Advertising GmbH  
[www.businessad.de](http://www.businessad.de)

About freeXmedia GmbH  
[www.freexmedia.de](http://www.freexmedia.de)

About Ströer Interactive GmbH  
[www.stroeer-interactive.de](http://www.stroeer-interactive.de)

About Media Ventures GmbH  
[www.mediaventures.de](http://www.mediaventures.de)

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