

Rules of procedure for the Nomination Committee of the Supervisory Board of Ströer SE & Co. KGaA

1 Basis for the Nomination Committee's activity

The Nomination Committee carries out the activities incumbent upon it in accordance with the articles of association, the rules of procedure for the Supervisory Board, and these rules of procedure.

2 Composition of the Nomination Committee

The chairman of the Nomination Committee (chairman) and his deputy are elected by the members of the Nomination Committee.

3 Notice

3.1 The Nomination Committee meets as necessary. The meetings of the Nomination Committee are convened in writing by the chairman or, if he is unavailable, by the deputy, with seven days' notice. The notice must include the individual agenda items. In urgent cases, the period may be shortened and the notice may be issued by telephone or by other means of telecommunication.

3.2 The meetings of the Nomination Committee may also take place in the form of a telephone or video conference.

4 Chairing the meeting and adoption of resolutions

4.1 The meetings will be chaired by a meeting chairman. This is the chairman of the committee or, if he is unavailable, his deputy.

4.2 Resolutions are adopted unanimously. If the members of the Nomination Committee are unable to agree on a resolution, the Supervisory Board will be called upon to vote on the matter. In this eventuality, the rules of procedure of the Supervisory Board will apply analogously.

4.3 The Nomination Committee is quorate if all members take part in the adoption of resolutions.

4.4 Absent members of the Nomination Committee may take part in the adoption of resolutions by having another member of the Nomination Committee submit a written vote on their behalf or by casting their vote by telephone or by other means of telecommunication.

4.5 The meeting chairman must minute the meetings of the Nomination Committee and sign the minutes.

5 Duties of the Nomination Committee

5.1 The duties of the Nomination Committee of the Supervisory Board include, in particular, preparing proposals for the Supervisory Board for

- a. drawing up and updating the profile of skills and expertise and
- b. selecting suitable candidates for the Supervisory Board

5.2 The chairman regularly reports on the work of the Nomination Committee to the Supervisory Board at its meetings.

7 Other

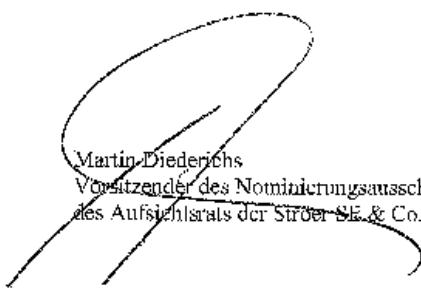
In other respects, the rules of procedure for the Supervisory Board apply to the Nomination Committee. In the event of inconsistencies, the rules of procedure of the Supervisory Board apply.

8 Confidentiality

The members of the Nomination Committee and other persons who attend the meetings of the Nomination Committee are obliged to maintain confidentiality in respect of the content of the meetings. They must also comply with the insider trading rules of the German Securities Trading Act (WpHG).

9 Coming into force

These rules of procedure enter into force on May 27, 2020.



Martin Diederichs
Vorsitzender des Nominierungsausschusses
des Aufsichtsrats der Siron SE & Co. KGaA