

# STRÖER

## INFORMATION CONCERNING

### THE GRANTING OF AUTHORITY AND THE ISSUING OF INSTRUCTIONS TO THE VOTING REPRESENTATIVES OF THE COMPANY

Ströer Media SE appoints Mrs. Doreen Dibold and Mr. Rolf Heidkamp, both employees of Ströer Media SE, Cologne, as voting representatives of the company each with the sole right of representation and with the right to appoint substitute representatives. Please note that, if exercising voting rights through the Company's voting representatives as authorised representatives, the shareholder must also register in due time for the General Meeting of Ströer Media SE on June 30, 2015 in Cologne and must provide proof of his or her shareholding in due time (at the latest by 24:00 hours (CEST) on June 23, 2015). Please consult the notice of convocation for further information concerning registration and the provision of proof of your shareholding.

The following methods are available to you if you should wish to instruct the above-named voting representatives of the Company in a binding manner to exercise your voting rights.

#### Letter, e-mail or fax containing the authorization and instructions to the Company's voting representatives

Please use the form „AUTHORIZATION AND INSTRUCTIONS TO THE VOTING REPRESENTATIVES RESPECTIVELY VOTE BY CORRESPONDENCE“: Use this form to authorize the above-named voting representatives of the Company and instruct them in how your voting rights are to be exercised in relation to the resolutions proposed by the management.

Then, please send (by post or e-mail) or fax the form „AUTHORIZATION AND INSTRUCTIONS TO THE VOTING REPRESENTATIVES RESPECTIVELY VOTE BY CORRESPONDENCE“ **together with your admission card or mentioning the number of your admission card directly to the following address:**

- **By post to:** **Ströer Media SE**  
**c/o HCE Haubrok AG**  
**Landshuter Allee 10, 80637 Munich, Germany**
- **or by e-mail to:** **vollmacht@hce.de**
- **or by fax to the following number:** **+49 (0) 89 / 210 27 289**

#### Important note:

Please note, that you may only grant authorization and issue instructions to the voting representatives, if the admission card(s) is/are issued on your name and this form is completely filled out and reaches the voting representatives of the Company in a timely manner at the aboved mentioned address, together with the admission card or by mentioning the number of your admission card until June 29, 2015, 16.00 hours (CEST) (inbound) latest.

If the voting representatives of the Company receive authorization and instructions through various channels (via regular mail, e-mail or fax), the most recently received, formally valid authorization and corresponding instructions will be considered binding. If the authorization and instruction form is filled out incorrectly, the respective votes will not be represented by the voting representatives of the Company at the General Meeting. If the shareholders grants authorization to the voting representatives of the Company he is obliged to give instructions. The voting representatives are bound to instructions given by the shareholder.

If the authorization and instruction form is filled out incompletely or incorrectly, the respective votes will according to the respective voting procedure not be represented by the voting representatives at the General Meeting respectively the voting representatives vote to abstain. The voting representatives are bound to the issued instructions and are not allowed to exercise the voting rights transferred to them in the case of votes not announced prior to the General Meeting (e.g. procedural motions). In this case, depending on the voting procedure, the respective votes will not be represented by the voting representatives at the General Meeting respectively the voting representatives vote to abstain. This applies accordingly to votes on counter-motions to the proposed resolutions of the management, to nominations deviating from proposed resolutions of the management as well as to proposed resolutions of the management with from the published convocation deviating resolution content. The voting representatives of the Company cannot be appointed to file objections, propose motions or ask questions during the General Meeting. Shareholders can attend the General Meeting personally or grant authorization to a third person after revoking the authorization given prior to the voting representatives appointed by the Company.

Ströer Media SE does not guarantee and is not responsible for any reliability and availability of fax machines nor for the opportunity of granting authorization and issuing instructions via e-mail as far as it is not premeditated nor grossly negligent.

For questions concerning the granting of authority and the issuing of instructions to the voting representatives appointed by the Company you can reach our

**General Meeting-Hotline**

Monday through Friday, except holidays, from 9 a.m. to 5 p.m. (CEST)

at **+49 (0) 89 / 210 27 222**

# STRÖER

## INFORMATION CONCERNING VOTE BY CORRESPONDENCE

Please note that, if exercising voting rights through vote by correspondence, the shareholder must also register in due time for the General Meeting of Ströer Media SE on June 30, 2015 in Cologne and must provide proof of his or her shareholding in due time (at the latest by 24:00 hours (CEST) on June 23, 2015). Please consult the notice of convocation for further information concerning registration and the provision of proof of your shareholding.

The following methods are available to you if you should wish to vote by correspondence:

### Letter, e-mail or fax

Please use the form „AUTHORIZATION AND INSTRUCTIONS TO THE VOTING REPRESENTATIVES RESPECTIVELY VOTE BY CORRESPONDENCE“: Use this form to cast your votes by correspondence in relation to the resolutions proposed by the management.

Then, please send (by post or e-mail) or fax the form „AUTHORIZATION AND INSTRUCTIONS TO THE VOTING REPRESENTATIVES RESPECTIVELY VOTE BY CORRESPONDENCE“ **together with your admission card or mentioning the number of your admission card** directly to :

- **By post to:** **Ströer Media SE**  
**c/o HCE Haubrok AG**  
**Landshuter Allee 10, 80637 Munich, Germany**
- **or by e-mail to:** **briefwahl@hce.de**
- **or by fax to the following number:** **+49 (0) 89 / 210 27 289**

### Important note:

Please note, that you may cast your votes by correspondence only, if the admission card(s) is/are issued on your name and the form „Authorization and instructions to the voting representatives respectively vote by correspondence“ is completely filled out and reaches the company in a timely manner at the aboved mentioned address, together with the admission card or by mentioning the number of your admission card until June 29, 2015, 16.00 hours (CEST) (inbound) latest. If the company receives votes by correspondence through various channels (via regular mail, e-mail or fax), the most recently received, formally valid vote by correspondence will be considered binding.

If the vote by correspondence is filled out incompletely or incorrectly, the respective votes will not be represented at the General Meeting.

In the case of votes not announced prior to the General Meeting (e.g. procedural motions) the votes casted by correspondence will not be represented at the General Meeting. This applies accordingly to votes on counter-motions to the proposed resolutions of the management, to nominations deviating from proposed resolutions of the management as well as to proposed resolutions of the management with from the published convocation deviating resolution content.

Shareholders can attend the General Meeting personally or grant authorization to a third person after revoking the given vote by correspondence.

Ströer Media SE does not guarantee and is not responsible for any reliability and availability of fax machines nor for the opportunity of voting by correspondence via e-mail as far as it is not premeditated nor grossly negligent.

For questions concerning the vote by correspondence you can reach our  
**General Meeting-Hotline**  
Monday through Friday, except holidays, from 9 a.m. to 5 p.m. (CEST)  
at **+49 (0) 89 / 210 27 222**

## AUTHORIZATION AND INSTRUCTIONS TO THE VOTING REPRESENTATIVES RESPECTIVELY VOTE BY CORRESPONDENCE

Please send this form completely filled out together with your admission card (or by giving your admission card number) that you received after proper and in time registration to the General Meeting (via regular mail, e-mail or fax) until June 29, 2015, 16.00 hours (CEST) (inbound) directly to the following address:

Ströer Media SE  
c/o HCE Haubrok AG  
Landshuter Allee 10  
80637 Munich  
Germany  
fax: +49 (0) 89 / 210 27 289  
e-mail: vollmacht@hce.de


or briefwahl@hce.de

### admission card details

Name(s) Admission card number number of shares on admission card

Please mark the appropriate box necessarily and give instructions resp. cast your votes:

- O**  **Authorization:**  
I/We hereby authorize the voting representatives of Ströer Media SE, Mrs. Doreen Dibold and Mr. Rolf Heidkamp, each of them individually and with the right to delegate this authority, to represent me/us in the General Meeting of Ströer Media SE on June 30, 2015 in Cologne and to exercise my/our voting rights or have them exercised as marked below.
- R**  **Vote by correspondence:**  
I/We will not attend the General Meeting of Ströer Media SE on June 30, 2015 in Cologne personally and therefore cast my/our votes by correspondence as follows.

 **Instructions resp. cast of votes**  
(Please provide an instruction resp. cast a vote on the agenda items with regard to the management's proposals. Only one instruction resp. cast of vote can be provided for each agenda item.)

Agenda items	As intended by management	against management	abstention
<b>Item 2</b> Resolution on the appropriation of profit	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>Item 3</b> Resolution on the approval of the actions of the Management Board	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>Item 4</b> Resolution on the approval of the actions of the Supervisory Board	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>Item 5</b> Resolution on the election of the auditors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>Item 6</b> Passing of resolutions on the change of § 1 of the articles of association (Company name) and § 2 of the articles of association (Object of the company)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>Item 7</b> Resolution on the waiver of customised disclosure of the management board's compensation in the annual and consolidated statement pursuant to §§ 286 para. 5, 314 para. 2 sentence 2, 315a para. 1 HGB in conjunction with para. 61 SE-VO	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>Item 8</b> Resolution on consent to the profit and loss transfer agreement with Ströer Venture GmbH (in future under the name of Ströer Content Group GmbH)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>Item 9</b> Resolution on consent to the profit and loss transfer agreement with Ströer Digital International GmbH	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>Item 10</b> Resolution on the authorisation to purchase and use own shares pursuant to sect. 5 SE-VO in conjunction with § 71 para. 1 no. 8 AktG and to exclude the offer and subscription right under recognition of the present authorisations	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>Item 11</b> Resolution on the authorisation to purchase and use derivatives in the scope of purchase of own shares pursuant to sect. 5 SE-VO in conjunction with § 71 para. 1 no. 8 AktG and to exclude the offer and subscription right	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>Item 12</b> Resolution on the revocation of the present authorisation to issue convertible and/or option bonds, re-authorisation of the management board to issue convertible and/or option bonds, revocation of the contingent capital 2010, creation of a new contingent capital 2015 and corresponding change to the articles of association	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

I/We hereby confirm to have read and accept the "Information concerning the granting of authority and the issuing of instructions to the voting representatives of the company" as well as the "Information concerning vote by correspondence".

Place \_\_\_\_\_ Date \_\_\_\_\_ Signature 1. shareholder or person of the declaration according to § 126 b BGB (German Civil Code) Signature 2. shareholder or person of the declaration according to § 126 b BGB (German Civil Code)

Please provide your telephone number in case of any queries: \_\_\_\_\_