



Extraordinary General Meeting 2015

Frequently Asked Questions

Where and when will the extraordinary General Meeting take place?

The extraordinary General Meeting will take place on September 25, 2015. The event will take place at the Congress-Centrum Ost, Koelnmesse (Congress Center East at the Cologne Trade Fair), Congress-Saal, Deutz-Mülheimer Straße 51, 50679 Cologne, Germany. It will begin at 10:00 am (CEST); admission at 9:00 am (CEST).

How do I reach the extraordinary General Meeting?

Directions to the Centrum-Ost in the Koelnmesse, Cologne are available on this webpage under the menu item "Other". Directions to the meeting location can be found at the end of the invitation to the extraordinary General Meeting that you have received/will receive from your depository bank.

Is there sufficient parking?

Free parking is available to participants who would like to come by car on the parking lot P 10.

Is parking free of charge?

There is no charge for parking at the parking lot that has been made available to our meeting participants (parking lot P 10).

Will costs associated with arrival via public transport be reimbursed?

Costs for arrival to the extraordinary General Meeting via public transport will not be reimbursed by the Company.

Is the extraordinary General Meeting handicap accessible?

Yes, there is a fully accessible entrance at the event venue.

Will refreshments be provided?

We will offer a small breakfast buffet to shareholders before the extraordinary General Meeting. We will also invite our shareholders to light refreshments after the extraordinary General Meeting has officially ended.

Is reserved seating available?

Unfortunately, we are unable to offer reserved seating or placecards for logistical reasons. But, there will be sufficient seating.

This document is a convenience translation of the German original. In case of discrepancy between the English and German versions, the German version shall prevail.

What do I have to do in order to attend the extraordinary General Meeting?

You must register for the extraordinary General Meeting in order to be able to attend the extraordinary General Meeting. To do this you must order an admission card by 24:00 hours (CEST) on September 18, 2015. You can do this by requesting an admission card from a representative of your depository bank. You will receive a reply form for this purpose together with your invitation to the extraordinary General Meeting from your depository bank, which you must return to your depository bank. Your depository bank will then handle all other formalities for a proper registration for you and your admission card will be sent to you directly from your depository bank.

Are only shareholders allowed to attend the extraordinary General Meeting?

Shareholders exercise their rights as owners and in particular their right to ask questions and vote in the extraordinary General Meeting. For that reason, the extraordinary General Meeting is primarily an event for Ströer SE shareholders. However, the Chairman of the extraordinary General Meeting may authorize guests in justified cases.

Of course you can grant a proxy authorization to a third party at any time. This third party may attend as a proxy at the extraordinary General Meeting.

How do I get an admission card?

Your depository bank will automatically send you the invitation to the extraordinary General Meeting together with the agenda. Your depository bank will enclose a reply form together with the invitation to the extraordinary General Meeting, with which you have the option of requesting an admission card for you or a representative from your depository bank. Please request your admission card as early as possible. We have no influence on the processing time of the banks. The admission card will then be sent to you directly from your depository bank.

May I bring a third party (e.g. a spouse, friends) to the extraordinary General Meeting?

You may of course grant proxy to a third party (e.g. spouse, friend) at any time. This third party may attend the extraordinary General Meeting as a proxy.

I have not received an invitation to the extraordinary General Meeting. What should I do?

The invitations to the extraordinary General Meetings are sent to shareholders exclusively from the depository banks. If you have not received an invitation, please contact your depository bank directly.

I ordered an admission card from my bank, but I never received it. What should I do?

If you registered by the deadline and followed the registration procedures, you are entitled to attend the extraordinary General Meeting. If you did not receive an admission card because it, for example, was lost in the mail or has not yet arrived, then your registration is still included in the registration list. Please contact your depository bank for your own reassurance. Timely and correct registrations can be verified in the entrance area of the event site on the day of the extraordinary

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General Meeting. Once your registration has been verified, an admission card that authorizes participation will be issued to you.

To verify that your registration is included in the registration list before the extraordinary General Meeting, you may also call our General Meeting hotline at +49 (0)89 / 210 27 222 from Monday through Friday (excluding public holidays) between 9:00 am and 5:00 pm (CEST). Our representatives would be happy to assist you.

What should I do if I have received more than one invitation to the extraordinary General Meeting?

You were probably notified more than once by your depository bank to register due to several different shareholdings. Please contact your depository bank regarding this matter. Your bank will advise you as to whether you should merge these shares and, if so, how.

Can I leave the extraordinary General Meeting temporarily and return later?

Each shareholder can, as a matter of principle, leave during the extraordinary General Meeting and then return. However, you must sign out when you leave and sign back in when you return at the entrance and exit control point, so that the list of attendees can be updated accordingly.

Unfortunately, I cannot personally attend the extraordinary General Meeting. What options are available to me to exercise my shareholders' rights anyway?

If you are unable or would not like to personally attend the extraordinary General Meeting you can cast your votes by mail. You also have various options to issue proxy authorizations and voting instructions. You may issue proxy authorizations and voting instructions to one of the following:

- the voting representatives appointed by the Company; or
- another (adult) person you trust; or
- your depository bank; or
- a shareholders' association.

How do I authorize the voting representatives of the Company?

Ströer SE appoints Ms. Doreen Dibold and Mr. Rolf Heidkamp, both employees of Ströer SE, Cologne, and each acting as a proxy on their own behalf with the right to grant sub-authorization.

The voting representatives of the Company are only authorized to vote to the extent that you have issued express instructions regarding the individual agenda items. The voting representatives are obliged to vote on the individual agenda items in accordance with your instructions. It is not possible to instruct the proxies of the Company to file objections, propose motions or ask questions during the extraordinary General Meeting.

If you would like to authorize the aforementioned voting representatives of the Company to exercise your voting rights in accordance with your instructions, we ask you to proceed as follows:

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1. Request an admission card

Please first request an admission card for the Ströer SE extraordinary General Meeting from your depository bank. You will then receive all the necessary proxy authorization documents for together with your admission card. To order your admission card, use the form that you received with the invitation to the extraordinary General Meeting from your depository bank. Send this completed and signed form back to your depository bank. Please note that the deadline for requesting your admission card is September 18, 2015, 24:00 hours (CEST) as stated in the conditions of participation of the extraordinary General Meeting.

2. Issuing proxy authorizations and voting instructions to voting representatives

You may authorize the aforementioned voting representatives of the Company to exercise your voting rights in accordance with your instructions using one of the following methods. To ensure that proxy authorizations and voting instructions can be used by the voting representatives of the Company in the extraordinary General Meeting, they must be submitted as early as possible so that they are received by voting representatives of the Company no later than September 24, 2015 at 16:00 hours (CEST) (inbound).

For questions about voting by proxy, you may call our extraordinary General Meeting hotline at +49 (0)89 / 210 27 222 from Monday through Friday (excluding public holidays) between 9:00 am and 5:00 pm (CEST). Our representatives would be happy to assist you.

Sending proxy authorizations and voting instructions to the voting representatives of the Company by regular mail, fax or e-mail

To send proxy authorizations and voting instructions by regular mail, fax or e-mail, please use the proxy form which you will find on the back of your admission card that you received from your depository bank. You may also call up the form "authorization and instructions to the voting representatives respectively vote by correspondence" from this webpage under the menu item "Authorization and voting Instructions as well as vote by correspondence". Please send the completed and signed "authorization and instructions to the voting representatives respectively vote by correspondence" form together with the admission card or provide your admission card number directly to the voting representatives of the Company as follows:

Please use the following address when mailing the form:

Ströer SE
c/o HCE Haubrok AG
Landshuter Allee 10
80637 Munich
Germany

or

fax it to the following number:
+49 (0) 89 / 210 27 289

(please fax both the front and back of the admission card)

or

send it by e-mail to the following e-mail address:

vollmacht@hce.de

How do I authorize another person that I trust?

If you would like to issue proxy authorization to another person you trust, you will need an admission card to the extraordinary General Meeting. You can request an admission card from the custodian bank. To do so, please use the reply form that you received together with your invitation to the extraordinary General Meeting that you received from your depository bank.

To ensure that you receive your admission card in a timely manner, please order it from your depository bank as early as possible. On the back of the admission card, you will find a power of attorney form with which you can authorize the person of your choice. You may also call up the form titled "Authority" to authorize a person of your choice on this webpage under the menu item "Authorization and voting instructions as well as vote by correspondence". The authorized person of your choice will need to present the proxy authorization found on the back of admission card in order to be allowed access to the extraordinary General Meeting.

How do I authorize my bank to vote?

You will receive a reply form with the invitation to the extraordinary General Meeting from your depository bank, with which you may authorize your bank to exercise your voting rights provided that your depository bank offers this service.

How do I authorize a shareholders' association?

Please contact the shareholders' association directly regarding this matter. The shareholders' association will provide additional information.

What is voting by correspondence?

Shareholders who would not like to attend the extraordinary General Meeting in person, and who prefer to not be represented at the extraordinary General Meeting by a third party or by the voting representatives of the Company have the option of voting in the extraordinary General Meeting by correspondence. Please note that you must also register for the Ströer SE extraordinary General Meeting and must proof your share ownership within the specified time period in order to vote by correspondence.

How do I cast my vote by correspondence?

You may vote by absentee ballot using one of the following methods. We kindly ask our shareholders to send the absentee ballot no later than September 24, 2015 at 16:00 hours (CEST) (inbound) to the Company as described in the invitation to the extraordinary General Meeting and below.

For questions about voting by correspondence, you may call our extraordinary General Meeting hotline at +49 (0)89 / 210 27 222 from Monday through Friday (excluding public holidays) from 9:00 am to 5:00 pm (CEST). Our representatives would be happy to assist you.

Sending of the votes per correspondence by regular mail, fax or e-mail

To send votes per correspondence by regular mail, fax or e-mail, please use the corresponding form which you will find on the back of your admission card that you received from your depository bank. You may also call up the "authorization and instructions to the voting representatives respectively vote by correspondence" form from this webpage under the menu item "Authorization and voting instructions as well as vote by correspondence". Please send the completed and signed "authorization and instructions to the voting representatives respectively vote by correspondence" form together with the admission card or provide your admission card number as follows:

Please use the following address when mailing the form:

Ströer SE
c/o HCE Haubrok AG
Landshuter Allee 10
80637 Munich
Germany

or fax it to the following number:

+49 (0)89 / 210 27 289
(please fax both the front and back of the admission card)

or send it by e-mail to the following e-mail address:

briefwahl@hce.de

What must I do if I have cast my votes by correspondence and then decide to attend or be represented at the extraordinary General Meeting?

Should you decide to personally attend or be represented at the extraordinary General Meeting, your votes cast by correspondence must first be withdrawn in writing (§ 126 b of the German Civil Code [BGB]).

In what language will the extraordinary General Meeting be held?

The extraordinary General Meeting will be held in German.

How can I submit a counter motion or an alternative proposal for election?

Please address motions for the extraordinary General Meeting to the following address only:

Mailing address: Ströer SE
- Legal Department -
Ströer Allee 1
50999 Cologne
Germany
Fax: +49 (0)2236 / 9645 69 106
E-mail: gegenantraege@stroeer.de

Motions and proposals for election properly submitted by shareholders that have been received at the above address within the period of time specified in the § 126 para. 1 German Stock Corporation Act [AktG] will be made available immediately upon receipt to the extraordinary General Meeting on the Company's webpage under www.stroeer.de/investor-relations under the section "extraordinary General Meeting" in accordance with § 127 AktG. Motions and proposals for election sent to a different address will not be considered. Any statements of the management to the counter motions or proposals for election will also be published on the aforementioned webpage.

Which shareholders will be speaking?

This question cannot be answered before the extraordinary General Meeting. Shareholders register to speak with their voting card pad at the Comments Table on the day of the extraordinary General Meeting. Also, extraordinary General Meeting speakers will not be called to speak in any particular order. Also, discussion speakers cannot be assigned specific times.

I am a journalist / member of the press. Where can I address my questions?

If you are a journalist or member of the press and are interested in attending the extraordinary General Meeting, please contact the following Company representative:

Mr. Marc Sausen, Director of Group Communications

Tel.: +49 (0)2236 / 9645 246
Fax: +49 (0)2236 / 96 45 6246
E-mail: msausen@stroeer.de