

SUPERVISORY BOARD REPORT

Ladies and gentlemen,

Fiscal year 2015 was shaped by the continuing digitization of Ströer SE's entire business. As a digital multi-channel media company, today we are one of the leading German media companies thanks to our broad, cross-media portfolio. In the fiscal year, digital revenue accounted for a substantial proportion of total revenue at around 30%, a trend that is on the rise. Revenue from traditional OOH business is also growing substantially, providing a stable platform for further business development.

Fiscal year 2015 was also shaped by the initiation of a change in legal form for Ströer SE to become a German partnership limited by shares (KGaA). The Company closed the reporting period as a European public limited liability company (Societas Europaea, SE).

The supervisory board again carefully monitored the work of the board of management on a regular basis in the reporting period. It mainly reviewed the legality, expediency and propriety of the board of management. It also supported the further strategic development of the Group and significant individual measures.

The main focuses of the supervisory board in fiscal year 2015 were on the conclusion of another refinancing arrangement for the Ströer Group, the distribution of a dividend to the shareholders and the introduction of a stock option plan. Furthermore, it continued to be heavily involved in the further expansion of the online advertising segment through various acquisitions and in the integration of companies taken over in the Ströer Group. Another important point of discussion was the conversion of Ströer SE's legal form into a partnership limited by shares (KGaA).

The board of management informed the supervisory board at supervisory board meetings as well as through written and oral reports on the business and all relevant aspects of business planning. It therefore complied in full with its duties to provide information. In addition to the financial, investment and personnel planning, the development of business, the economic situation of the Company and the Group (including the risk situation and risk management), the financial position and the Group's profitability were discussed. For all decisions important for the Group, the board of management involved the supervisory board in good time. For transactions requiring approval, the supervisory board granted its approval after careful consideration and review of the documents it was presented by the board of management. If legal provisions, the articles of incorporation and bylaws or the rules of procedure required the supervisory board to adopt a resolution, it passed a corresponding resolution after careful review.

During fiscal year 2015, the supervisory board of Ströer SE convened for five in-person meetings and adopted resolutions in three telephone conferences. Furthermore, the supervisory board of Ströer SE adopted six resolutions by written procedure. All members of the supervisory board of Ströer SE participated in all decision-making procedures in person, by telephone or in writing.

In additional meetings, the chairman of the supervisory board, the deputy chairman of the supervisory board and the chairman of the audit committee discussed key business events with the board of management – in

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particular with the CEO and the CFO. The supervisory board plenum received regular written and oral reports on these deliberations.

The audit committee of Ströer SE convened four times in the fiscal year.

Focus of deliberations and review by the supervisory board of Ströer SE

On 19 February 2015, the supervisory board approved by written procedure the purchase of the operations of "SpielAffe / KralOyun / Games1.com" and "spieletipps.de," following detailed examination and review.

At the meeting to discuss the financial statements on 16 March 2015, the supervisory board discussed the final draft versions of the separate and consolidated financial statements of the Company and of the Ströer Group and the proposal of the board of management to distribute a dividend to the shareholders. The board of management reported on special developments in the online segment and on the return on equity. Finally, the supervisory board approved the acquisition of 70.2% of the shares in Content Fleet GmbH and an amendment to the loan agreement with a syndicate of banks for a reduced loan volume of EUR 450m with a term of five years.

On 23 March 2015, the supervisory board approved and endorsed Ströer SE's audited separate financial statements for fiscal year 2014 by written procedure. It also approved the audited consolidated financial statements for fiscal year 2014. Furthermore, the supervisory board adopted its recommendations for the shareholder meeting to exonerate the board of management and supervisory board and to appoint Ernst & Young GmbH Wirtschaftsprüfungsgesellschaft, Cologne, as the Company's auditor for fiscal year 2015. Furthermore, the supervisory board resolved to recommend to the shareholder meeting to distribute a dividend of EUR 0.40.

In a telephone conference on 6 May 2015, the supervisory board approved Ströer SE's investment in eValue 2nd Fund GmbH. The board of management and supervisory board also approved the agenda for the shareholder meeting. Furthermore, the supervisory board for the first time intensively examined the planned acquisition of the online portal "t-online.de" and the digital marketer InteractiveMedia CCSP GmbH ("portal business of t-online") from Deutsche Telekom AG.

On 13 June 2015, the supervisory board approved the purchase of 90% of the shares in RegioHelden GmbH by written procedure, following detailed examination and review.

A supervisory board meeting was held after the Company's shareholder meeting on 30 June 2015. At this meeting, the supervisory board again intensively examined the planned acquisition of the t-online portal business. In addition, the supervisory board of Ströer SE dealt with the target quota for female supervisory board and board of management members in line with the FührungsGleichberG ["Gesetz für die gleichberechtigte Teilhabe von Frauen und Männern an Führungspositionen in der Privatwirtschaft und im öffentlichen Dienst": German Act to Promote Equal Participation of Women and Men in Management Positions in the Private and Public Sector]. Finally, the supervisory board approved the acquisition of 100% of the shares in OMS Vermarktungs GmbH & Co. KG and OMS Vermarktungs Beteiligungsgesellschaft mbH in return for a 10% non-cash capital increase at Ströer Digital Group GmbH. Furthermore, the supervisory

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board examined the efficiency of its work and of the committee in line with the recommendation of the German Corporate Governance Code.

At its meeting on 5 August 2015, in which some supervisory board members participated by telephone, the supervisory board for the third time intensively examined the acquisition of the portal business of t-online. In addition, the supervisory board adopted the proposal of the board of management to recommend to the shareholders in an extraordinary shareholder meeting that Ströer SE's legal form be converted to a partnership limited by shares (KGaA).

In a telephone conference on 10 August 2015, the supervisory board granted its approval for the acquisition of the portal business of t-online by means of a capital increase at Ströer SE from authorized capital in return for a non-cash contribution. Furthermore, it approved the board of management's proposal to introduce a stock option plan in 2015.

At its meeting on 25 September 2015, the supervisory board granted its approval for the acquisition of 52% of the shares in FaceAdNet GmbH and the acquisition of the operations of "Lioncast."

On 28 September 2015, the supervisory board approved by written procedure the resolution of the board of management, which was also passed on 28 September 2015, on a non-cash capital increase at Ströer SE from authorized capital of EUR 6,412,715 in return for the contribution of the portal business of t-online to Ströer SE.

On 9 October 2015, the supervisory board approved by written procedure the sale of the property "Bonner Wall" in Cologne following detailed examination and review.

In a telephone conference on 16 October 2015, the supervisory board approved the adjustments to the remuneration of the members of the board of management.

By resolution passed by written procedure on 15 November 2015, the supervisory board granted its approval for the acquisition of 54.8% of the shares in Conexus AS.

At its budget meeting on 17 December 2015, the supervisory board welcomed its new member Vicente Vento Bosch. The supervisory board passed the budget of the Company and of the Ströer Group for fiscal year 2016 and dealt with the integration of the portal business of t-online into the Ströer Group. Furthermore, the supervisory board granted its approval for the acquisition of 81.3% of the shares in Statista GmbH. Finally, the board of management and supervisory board approved the declaration of compliance with the German Corporate Governance Code as amended on 17 December 2015.

Deliberations of the audit committee of the supervisory board of Ströer SE

On 27 February 2015, the audit committee of Ströer SE reviewed the separate and consolidated financial statements of Ströer SE for fiscal year 2014. At its further meetings on 6 May 2015, 5 August 2015 and 4 November 2015, the audit committee examined the respective interim financial statements. The Chief Financial Officer of Ströer SE, Dr. Bernd Metzner, attended all meetings of the audit committee.

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The members of the audit committee of the supervisory board of Ströer SE are still Ulrich Voigt as chairman and Christoph Vilanek.

Audit of the separate and consolidated financial statements

The separate and consolidated financial statements of Ströer SE prepared by the board of management for fiscal year 2015 were audited by Ernst & Young GmbH Wirtschaftsprüfungsgesellschaft, Cologne, together with the underlying books and records and the combined management report of the Company and the Group. An unqualified audit opinion was issued in each case.

The documentation on the financial statements and the audit reports were presented to all members of the supervisory board in good time. The documents were the subject of intensive discussions in the audit committee and in the meeting of the supervisory board of Ströer SE & Co. KGaA to discuss the financial statements on 10 March 2016, which convened for the first time after the change in legal form was entered in the commercial register on 1 March 2016. The responsible auditor participated in the plenum discussions. He reported on the key findings of the audit and was available to answer questions.

We reviewed all documents presented by the board of management and the auditor in detail. Based on the final results of our review, we had no reservations and agreed with the conclusion of the audit of the financial statements by Ernst & Young GmbH Wirtschaftsprüfungsgesellschaft, Cologne. We approved the separate and consolidated financial statements prepared by the board of management.

Changes to the composition of the board of management and supervisory board

Ströer SE's supervisory board underwent changes in fiscal year 2015. Dirk Ströer stepped down as member of the supervisory board of Ströer SE effective 2 November 2015. Dirk Ströer sat on the supervisory board of Ströer SE for many years, first as member of the supervisory board and then as deputy chairman of the supervisory board. We would like to explicitly express our warmest thanks to Dirk Ströer for his work for the Company and the supervisory board over the years.

At the request of the board of management, Cologne Local Court appointed Vicente Vento Bosch to the supervisory board of Ströer SE as of 12 November 2015. Vicente Vento Bosch is managing director and CEO of Deutsche Telekom Capital Partners GmbH.

The supervisory board of Ströer SE now comprises three members: Christoph Vilanek as chairman of the supervisory board, Ulrich Voigt and Vicente Vento Bosch. The audit committee of the supervisory board of Ströer SE comprises Ulrich Voigt as chairman and Christoph Vilanek.

There were no changes to the composition of the board of management of Ströer SE.

Thanks

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The supervisory board would like to thank the board of management, the management of the group entities, the works council and all employees for their outstanding personal dedication, hard work and unwavering commitment.

On behalf of the supervisory board

Christoph Vilanek
Chairman of the supervisory board

Cologne, March 2016