

SUPERVISORY BOARD REPORT



Christoph Vilanek

Chairman of the Supervisory Board

Dear ladies and gentlemen,

When I wrote to you at this point a year ago, there was hope that all of our lives, as well as your Company, Ströer SE & Co. KGaA, would be far less affected by the pandemic in 2021 than in 2020. We are reminded that it did not turn out that way on a daily basis.

However, the management team and the employees of the Ströer Group have learnt from the experiences of 2020 and delivered an exceptional set of results thanks to the insights gained in 2021. I would specifically ask you, when reading this annual report, to compare the figures for the individual quarters with those for the equivalent periods of the prior year and of 2019. You will see that your Company has responded swiftly and decisively to the new playing field and, in the second half of the year, generated a level of earnings that greatly exceeded the result achieved in 2020 and that gives us all cause to be optimistic about 2022.

The intentionally diversified structure of the Ströer Group's business and its strongly decentralized management of the individual segments ensured very good results even in challenging times. Restrictions in one part of the Company due to circumstances in the local market were compensated for – and in most cases actually more than compensated for – by other activities within the Group. This innate strength has been achieved through strategic foresight and reflects the entrepreneurial management style of the Board of Management and the family character of the shareholder base.

In the reporting year, the Supervisory Board discharged, in full, the responsibilities incumbent upon it under the law, the Company's articles of association, and its rules of procedure. We carefully monitored and advised the general partner, Ströer Management SE, on a regular basis. In doing

so, the Supervisory Board primarily checked that the general partner, represented by its Board of Management, was running the Company lawfully, expediently, and properly. Both during and between Supervisory Board meetings, the general partner regularly provided the Supervisory Board with written and oral reports on business policy and all relevant aspects of business planning. It therefore fully complied with its obligations to provide information.

At additional meetings, the chairman of the Supervisory Board, the deputy chairman of the Supervisory Board, and the chairman of the Supervisory Board's Audit Committee discussed key business developments with each other and with the Board of Management of the general partner. The full Supervisory Board received regular oral reports on these deliberations.

Meetings of the full Supervisory Board

The Supervisory Board of Ströer SE & Co. KGaA met six times in 2021. In agreement with all members of the Supervisory Board, the chairman decided that all these meetings had to be held as virtual events due to the COVID-19 pandemic.

The main subjects examined during these routine discussions were the Ströer Group's revenue and earnings, its financial position and financial performance, and personnel planning. The general partner reported to us on the current situation with the Ströer Group's businesses in each of the meetings, and on the impact of the COVID-19 pandemic on the Ströer Group on an ongoing basis. The Supervisory Board regularly discussed agenda items without the Board of Management of the general partner, particularly when the agenda items related to internal Supervisory Board matters.

1. During the meeting of the Supervisory Board on **March 22, 2021**, we discussed the work on the separate and consolidated financial statements for 2020 and approved the non-financial declaration of the Ströer Group for 2020. We postponed a decision about the proposal to the general partner on the appropriation of profit. In addition, the general partner provided us with an explanation of the internal audit report and the compliance report for 2020. Finally, we followed the general partner's recommendation to hold the shareholder meeting as a virtual event in 2020 due to the restrictions imposed as a result of the COVID-19 pandemic.
2. Our meeting on **March 30, 2021**, in which the Company's auditor for 2020, KPMG Wirtschaftsprüfungsgesellschaft AG, also participated, was dominated by the discussion of the separate and consolidated financial statements of Ströer SE & Co. KGaA for 2020. The auditor explained the focus of the audit and its findings to us. The general partner then reported on the Company's liquidity and on changes in its equity.
3. The meeting of the Supervisory Board on **June 14, 2021** focused on discussion of the risk management report and of the remuneration system to be proposed to the shareholder meeting.
4. During our meeting on **July 15, 2021**, after holding an in-depth discussion on the Company's financial situation, we resolved to propose to the annual shareholder meeting that a dividend of EUR 2.00 per dividend-bearing no-par-value share be distributed. In addition, we scrutinized the project plan for the auditing of the financial statements for 2021. We adopted the proposals of the Nomination Committee for filling the posts vacated by the departing member of the Supervisory Board, Dirk Ströer, extended the remit of the Audit Committee to include ESG (Environment, Social, and Governance) matters, and created the post of a Supervisory Board ESG officer. Finally, we discussed the topics for the 2021 annual shareholder meeting that was soon to be taking place and discussed and agreed details concerning the notice of the annual shareholder meeting.
5. At our meeting on **September 8, 2021**, when the Board of Management of the general partner was not in attendance, we primarily addressed the efficiency of our Supervisory Board work and determined whether the recommendations for improvement made in 2020 had been implemented, and if so how.
6. During our meeting on **December 15, 2021**, the general partner reported to us in detail on ESG and digitalization projects. The general partner also explained the risk management report, the plan for the internal audit for 2022, and the project plan for the auditing of the financial statements for 2021. We concurred with the recommendation of the general partner to have the Company's remuneration report for 2021 formally reviewed by the auditor and decided that the Ströer Group would conduct its own review of its non-financial declaration for 2021. We also passed resolutions on initiatives to improve corporate governance in the Ströer Group and on amendments to the Company's articles of association with regard to the increase in the share capital and the related adjustment of conditional capital following the exercise of stock options under the 2015 Stock Option Plan by beneficiaries in 2021.

Supervisory Board committees

The Supervisory Board had two committees in the reporting year. These committees are tasked with preparing resolutions and topics to be discussed by the full Supervisory Board. The committee chairpersons reported regularly and comprehensively to the Supervisory Board on the work of the committees.

The Audit Committee

The Audit Committee met seven times in 2021. It supported us in the monitoring of the financial reporting process and held in-depth discussions on the separate and consolidated financial statements, the interim financial statements, and the non-financial declaration. The Audit Committee scrutinized the project plan for the auditing of the 2021 financial statements at regular intervals, beginning in the middle of the reporting year. It also monitored the effectiveness of risk management. The committee was given regular updates on the work of the internal audit function, its audit plan, and its resources.

It also addressed compliance, and in particular the annual report of the Chief Compliance Officer. In addition, and on behalf of the full Supervisory Board, the committee devoted an increasing amount of time to sustainability issues and appointed a Supervisory Board ESG officer for this purpose.

The Audit Committee resolved to recommend to the Supervisory Board that it engage KPMG Wirtschaftsprüfungsgesellschaft as an independent auditor, a decision that took account of the review of the auditor's independence, which did not indicate any shortcomings. It issued the audit engagement and set the auditor's fees. The committee monitored the quality and efficiency of the auditor as well as the services it provided. It also discussed the preparations for the audit of the separate and consolidated financial statements for 2021, specified its own focus areas for the audit, and adopted a catalog of approvable non-audit services and its plan for reviewing the quality of the auditing of the financial statements.

During preparations for the audit and while it was being conducted, the members of the Audit Committee held regular discussions without the Board of Management of the general partner. The Audit Committee also convened

regularly in the presence of the respective CFO of the general partner, and in some cases also with other members of the Board of Management and the auditor.

The Nomination Committee

The Nomination Committee held one meeting in 2021. Its deliberations focused on succession and appointment matters, taking due account of the legal and regulatory requirements, and it proposed specific candidates for the Supervisory Board. Furthermore, it prepared a proposal to the Supervisory Board to amend the profile of skills and expertise for the shareholder representatives on the Supervisory Board, taking into consideration the requirements of the German Corporate Governance Code and the Financial Market Integrity Strengthening Act in doing so. In preparation for the annual shareholder meeting, the committee also discussed the remuneration system for the Supervisory Board.

Attendance of meetings

The following table details the attendance of members of the Supervisory Board at its meetings and at the meetings of the committees of which they were members. All the meetings were held virtually because of the COVID-19 pandemic.

	Meetings (incl. committees)	Meetings (plenary)	Attendance (plenary)	Meetings (committees)	Attendance (committees)	Attendance (all meetings, %)
Dr. Karl-Georg Altenburg	6	6	6	0	0	100%
Angela Barzen	6	6	6	0	0	100%
Martin Diederichs	10	6	6	4	4	100%
Sabine Hüttinger	6	6	6	0	0	100%
Andreas Huster	6	6	6	0	0	100%
Barbara Liese-Bloch	6	6	5	0	0	83%
Petra Loubek	6	6	6	0	0	100%
Rachel Marquardt	6	6	4	0	0	67%
Tobias Meuser	6	6	6	0	0	100%
Dr. Thomas Müller	6	6	6	0	0	100%
Nadine Reichel	6	6	6	0	0	100%
Christian Sardiña Gellesch	6	6	6	0	0	100%
Dr. Kai Saueremann	2	2	2	0	0	100%
Petra Sontheimer	7	6	6	1	1	100%
Dirk Ströer	5	2	2	3	3	100%
Christoph Vilanek	13	6	6	7	6	92.3%
Ulrich Voigt	14	6	6	8	8	100%

German Corporate Governance Code

At its meeting on December 15, 2021, the Supervisory Board issued a declaration of compliance pursuant to section 161 of the German Stock Corporation Act (AktG). This declaration of compliance was made permanently available to shareholders on the Company's website at <https://ir.stroeer.com/investor-relations/corporate-governance>. The most recent declaration of compliance is also included in the corporate governance declaration.

Training

All of the new Supervisory Board members received an induction on the main commercial, legal, personnel, and other criteria of the Company and the Ströer Group and were given a summary of the rights and obligations of a Supervisory Board member. In the reporting year, training was also provided internally to all members of the Supervisory Board to explain the tasks and responsibilities of the Supervisory Board, with particular attention paid to the legal form of a partnership limited by shares, as well as changes to the law. The training also provided an insight into the work of the Group's financial planning and reporting as well as a detailed presentation of the Out-of-Home Media and Digital & Dialog Media segments.

Audit of the separate and consolidated financial statements

KPMG Wirtschaftsprüfungsgesellschaft AG has audited the Company's separate and consolidated financial statements, together with the bookkeeping system and the combined management report of the Company and the Group for 2021 and on March 11, 2022 issued an unqualified opinion in each case. KPMG Wirtschaftsprüfungsgesellschaft has been the auditor for Ströer SE & Co. KGaA and the Ströer Group since 2020.

The documentation on the financial statements and the audit reports were made available to all Supervisory Board members in good time by the general partner. They were discussed at length by the Audit Committee and during the Supervisory Board's meeting to discuss the financial statements on March 23, 2022. The responsible auditor, KPMG Wirtschaftsprüfungsgesellschaft AG, participated in the Supervisory Board's discussions, reporting on the scope, focus, and key findings of the audit and going into particular detail on the key audit matters and the audit procedure.

The Supervisory Board agreed with the findings of the audit of the financial statements. Based on the conclusions drawn by the Audit Committee and on our own examination, there are no objections to be raised. We therefore approved the separate and consolidated financial statements.

Personnel changes

Supervisory Board

Dirk Ströer stepped down as a member of the Supervisory Board with effect from May 31, 2021. We would like to thank him for his many years of reliable service and for his professionalism and contribution to the Company's success. At the annual shareholder meeting on September 3, 2021, Dr. Kai Sauermann was elected as a new shareholder representative on the Supervisory Board for a term of three years.

The Board of Management of the general partner

Since June 1, 2021, Henning Gieseke has been an ordinary member of the Board of Management and Chief Financial Officer of the general partner. Dr. Christian Baier, an ordinary member of the Board of Management, has held the position of Chief Operating Officer since June 1, 2021.

Thanks

The Supervisory Board of Ströer SE & Co. KGaA would like to express its thanks and appreciation to the Board of Management of the general partner, the management teams of the Group entities, the works council, and all employees for their outstanding personal dedication, excellent work, and unwavering commitment.

As Chairman of the Supervisory Board, I would like to take this opportunity to also thank the Board of Management of the general partner and my colleagues on the Supervisory Board for the excellent working relationship that we enjoy, and to thank all those who apply their strengths and passion to drive the Company's success.

On behalf of the Supervisory Board



Christoph Vilanek
Chairman of the Supervisory Board
Ströer SE & Co. KGaA