

SUPERVISORY BOARD REPORT



Christoph Vilanek
Chairman of the Supervisory Board

Dear ladies and gentlemen,

The particular challenges of the pandemic affected the Company's business operations in 2020. It also impacted on the work of the Supervisory Board and my interaction as chairman of the Supervisory Board with the Board of Management of the general partner and with my colleagues on the Supervisory Board.

The long-standing and close collaborative relationships between everyone involved were crucial to the success of our work in 2020. When you know people well and have regularly met with them and discussed matters in person, then the switch to purely digital communications is possible and the quality of the work does not suffer. The stable composition of the Board of Management of the general partner and of the Supervisory Board of Ströer SE & Co. KGaA proved invaluable in this regard. This effect was undoubtedly further strengthened by the unique features of a company with family roots.

Despite the obstacles and setbacks to business in the first half of 2020, I personally believe that the Company was not restricted in its implementation of the OOH+ strategy. Business was expanded and optimized, a small number of sales and purchases were made quickly and decisively, and the Company's digital transformation was accelerated.

Before I begin to report on the work of the Supervisory Board, I would like to take this opportunity to express my thanks and congratulations to the Board of Management of the general partner and to the employees of the Ströer Group. Steering this Company so safely and conscientiously through the coronavirus crisis is a special achievement and a sign of extraordinary competency that rightly gives every shareholder a feeling of confidence and of being in safe hands.

The ongoing work of the Supervisory Board

There were four Supervisory Board meetings in 2020. In agreement with all members of the Supervisory Board, the chairman decided that all of the meetings had to be held as virtual events due to the COVID-19 pandemic.

The Supervisory Board carefully monitored and advised the general partner, Ströer Management SE (the 'general partner'), on a regular basis in the reporting year. In doing so, the Supervisory Board of Ströer SE & Co. KGaA 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. The subjects regularly discussed included financial, capital expenditure, and personnel planning, the course of business, the economic situation of the Company and the Ströer Group (including the risk situation and risk management), the financial position, and the Group's profitability.

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

With the following exceptions, all Supervisory Board members participated in all meetings of the Supervisory Board while they were in office. Dr. Thomas Müller was unable to attend the meeting on March 26, 2020, Mr. Dirk Ströer and Mr. Martin Diederichs were absent from the meeting on June 30, 2020, and Ms. Rachel Marquardt was unable to join the meeting on December 17, 2020. All Supervisory Board members sent their apologies when they were unable to attend a Supervisory Board meeting.

Matters discussed by the Supervisory Board

At the meeting of the Supervisory Board on March 26, 2020, the Supervisory Board – in the presence of the Company's auditor for 2019, Ernst & Young GmbH Wirtschaftsprüfungsgesellschaft, Cologne – discussed in detail and approved the separate financial statements of Ströer SE & Co. KGaA and the consolidated financial statements of Ströer SE & Co. KGaA for 2019. The auditor had issued an unqualified opinion for each of these sets of financial statements. The Supervisory Board also approved the non-financial declaration of the Ströer Group for 2019 (NFD report). The general partner reported on the liquidity of the Company's equity and explained the internal audit report and the compliance report for 2019. Another focus of the meeting was the general partner's report on the economic impact of the COVID-19 pandemic on the Ströer Group's business, the various forecast scenarios, and measures to make the Ströer Group more resilient.

The main topic discussed at the Supervisory Board meeting on June 30, 2020 was the composition of the Supervisory Board. The Supervisory Board decided that it had an appropriate number of independent members as recommended by the German Corporate Governance Code in the version dated December 16, 2019 and published in the German Federal Gazette on March 20, 2020. A maximum of two non-independent shareholder representatives is deemed appropriate. The Supervisory Board decided that Mr. Dirk Ströer and Ms. Angela Barzen were not independent. The Supervisory Board therefore believes that six of the eight shareholder representatives and 14 of the 16 Supervisory Board members are independent. The Nomination Committee reported on its constitutive meeting and on its reviews of the existing profile of skills and expertise. It explained its recommendations for the election of shareholder representatives to the Supervisory Board. On this basis, the Supervisory Board gave its approval for the nominations of the two independent candidates Ms. Barbara Liese-Bloch and Dr. Karl-Georg Altenburg to be submitted to the shareholder meeting. The Supervisory Board also discussed the recommendation to be made to the shareholder meeting on the remuneration of Supervisory Board members for virtual Supervisory Board meetings. Finally, the Supervisory Board signed off the evaluation form for the Supervisory Board's efficiency review in 2020.

The meeting of the Supervisory Board on September 17, 2020 focused on preparations for the Company's annual shareholder meeting for 2020. The Supervisory Board 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 and adopted the necessary resolutions to enable this to happen. After discussing the effects of the COVID-19 pandemic on the Company's economic situation and the impact of a dividend payment on the Ströer Group's finances, the Supervisory Board resolved to propose to the annual shareholder meeting that a dividend of EUR 2.00 per dividend-bearing no-par-value share be distributed. The Supervisory Board also approved the recommendations to be made to the annual shareholder meeting regarding the formal approval of the acts of the general partner and of the members of the Supervisory Board, and regarding the appointment of KPMG AG Wirtschaftsprüfungsgesellschaft as the Company's auditor for 2020. Without the presence of the Board of Management of the general partner, the Supervisory Board closely examined the findings of the efficiency review for 2020 and the measures to improve the work of the Supervisory Board. The discussion focused on the scope of, and satisfaction with, the involvement and contributions of the Supervisory Board, the scope and depth of the information provided by the general partner (particularly with regard to possible liability risks), whether the skills and experience of the Supervisory Board were being adequately used, the scope and limits of D&O insurance, and the appropriateness of the Supervisory Board's remuneration. The Supervisory Board ascertained that the score for these matters had improved significantly since the previous self-assessment. As a further improvement, the Supervisory Board intends to hold parts of its meetings without the presence of the Board of Management, as recommended in the German Corporate Governance Code. The chairman of the Supervisory Board emphasized that he would continue the discussions with the general partner about the Supervisory Board's remuneration.

At the meeting on December 17, 2020, the Supervisory Board approved the declaration of compliance with the German Corporate Governance Code in the version dated December 16, 2019. The Supervisory Board also resolved to amend 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 2020.

The work of the committees

The Audit Committee

The Audit Committee held five meetings in 2020, most of which took place virtually. After the outbreak of COVID-19 in Germany, key discussion points at all meetings were the economic fallout from the pandemic, various forecast

scenarios, and measures to reduce costs. The Audit Committee also adopted a written resolution on February 18, 2020, in which it approved the engagement of the Company's auditor for 2020, Ernst & Young GmbH Wirtschaftsprüfungsgesellschaft, Cologne, to carry out non-audit services in 2020. At its meeting on February 27, 2020, the Audit Committee discussed the preliminary financial results for 2019 and the work on the annual financial statements, the latest business figures for the Ströer Group, and various tax matters.

On March 20, 2020, the Audit Committee examined the draft versions of the separate and consolidated financial statements of Ströer SE & Co. KGaA for 2019 and the non-financial report for 2019. This meeting was attended by the Company's auditor for 2019, Ernst & Young GmbH Wirtschaftsprüfungsgesellschaft, Cologne. At its other meetings, on May 7, 2020, August 6, 2020, and November 5, 2020, the Audit Committee deliberated on the Company's latest interim financial statements, the recommendation on the election of the auditor for 2020, internal audit, the risk management report, and compliance matters.

With the exception of Mr. Ulrich Voigt on March 20, 2020 and Mr. Christoph Vilanek on August 6, 2020, all committee members participated in the meetings of the Audit Committee. The CFO of the general partner, Dr. Christian Baier, also attended all of the meetings. The members of the Supervisory Board's Audit Committee are still Mr. Ulrich Voigt (chairperson), Mr. Christoph Vilanek (deputy chairperson), and Mr. Dirk Ströer.

The Nomination Committee

The Nomination Committee held its constitutive meeting on May 27, 2020. All committee members attended this meeting, which was held virtually. From among its members, the committee elected Mr. Martin Diederichs as the committee chairperson, Ms. Petra Sontheimer as the deputy chairperson, and Mr. Ulrich Voigt as an ordinary member. The composition of the committee did not change during the year under review. The Nomination Committee also approved its rules of procedure. It reviewed the existing profile of skills and expertise, which had been drawn up in 2018, and concluded that it did not need to be updated. Finally, the Nomination Committee discussed the nominations for the election of shareholder representatives at the annual shareholder meeting in 2020. Following a detailed evaluation and talks with the candidates, the Nomination Committee agreed to recommend the candidates Ms. Barbara Liese-Bloch and Dr. Karl-Georg Altenburg to the Supervisory Board.

Information provided to the Supervisory Board

The committee chairpersons reported regularly and comprehensively to the Supervisory Board on the work of the committees.

Audit of the separate and consolidated financial statements

The Company's separate financial statements prepared by the general partner for 2019 and the Ströer Group's consolidated financial statements for 2019 were audited by the Company's auditor, Ernst & Young GmbH Wirtschaftsprüfungsgesellschaft, Cologne, together with the bookkeeping and the combined management report of the Company and the Group. The auditor issued an unqualified opinion in each case.

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 26, 2020. The responsible auditor, Ernst & Young GmbH Wirtschaftsprüfungsgesellschaft, Cologne, participated in the Supervisory Board's discussions. The auditor reported on the key findings of the audit and was available to answer questions.

The Supervisory Board thoroughly reviewed all documents presented by the general partner and the auditor. Based on the results of its review, the Supervisory Board had no reservations and agreed with the conclusions reached in the audit of the financial statements by Ernst & Young GmbH Wirtschaftsprüfungsgesellschaft, Cologne. The Supervisory Board of Ströer SE & Co. KGaA approved the separate financial statements prepared by the general partner and the Company's consolidated financial statements.

Personnel changes

Supervisory Board

The Supervisory Board of Ströer SE & Co. KGaA comprises 16 members, consisting of eight shareholder representatives and eight employee representatives. At the start of the reporting year, the Supervisory Board consisted of the eight shareholder representatives Mr. Christoph Vilanek (chairman), Mr. Dirk Ströer (deputy chairman), Ms. Angela Barzen, Ms. Simone Thiäner, Ms. Petra Sontheimer, Mr. Ulrich Voigt, Mr. Martin Diederichs, and Mr. Vicente Vento Bosch and the eight employee representatives Ms. Sabine Hüttinger, Ms. Rachel Marquardt,

Ms. Nadine Reichel, Mr. Andreas Huster, Mr. Tobias Meuser, Dr. Thomas Müller, Ms. Petra Loubeck, and Mr. Christian Sardiña Gellesch. Ms. Simone Thiäner stepped down on June 30, 2020. By means of a resolution dated August 19, 2020 and at the request of the general partner, the Cologne local court appointed Dr. Karl-Georg Altenburg as a shareholder representative on the Supervisory Board to replace Ms. Simone Thiäner. The terms of office of Supervisory Board members and shareholder representatives Dr. Karl-Georg Altenburg and Mr. Vicente Vento Bosch ended at the end of the annual shareholder meeting on November 4, 2020. Mr. Vicente Vento Bosch did not stand for re-election and thus left the Supervisory Board. The Company's annual shareholder meeting in 2020 confirmed the appointment of Supervisory Board member Dr. Karl-Georg Altenburg and elected Ms. Barbara Liese-Bloch to the Supervisory Board to replace Mr. Vicente Vento Bosch.

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. There were no continuing professional development activities for all Supervisory Board members in the reporting year.

Representatives of the general partner

There were no personnel changes on the Board of Management of the general partner in the year under review.

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.



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