

Report of the General Partner with respect to agenda item 9

Under agenda item 9 it is proposed to the General Meeting that a new Share Option Programme is decided in which up to 2,200,000 subscription rights (“share option rights”) can be issued, entitling subscription to up to 2,200,000 no-par-value bearer shares of the Company. The share option rights will be able to be issued to members of the Management Board of the General Partner, to executives of the Company as well as to members of management of the companies affiliated with the Company within the meaning of Section 15 ff. AktG. This is intended to enable those managers who shape and implement the corporate strategy and who are therefore decisively responsible for the further development of the enterprise to participate in the entrepreneurial success. The intention here is to achieve a sustainable increase in corporate value by permanently motivating the executives of the Company and of its affiliated companies. The granting of share option rights as performance-related pay element secures and advances this motivation, strengthens the identification of the beneficiaries with the enterprise and intensifies their loyalty to it. The resultant incentive is in the interest of both the Company and its shareholders.

New Contingent Capital 2019 in an amount of up to EUR 2,200,000.00 is to be decided on by the General Meeting in order to service the share option rights. This Contingent Capital 2019 is limited to a volume of 3.89 % of the share capital at the time of the resolution. Servicing the share option rights with new shares can therefore lead to a maximum dilution of the existing shareholders of 3.89 %.

Each share option right issued as part of the Share Option Programme 2019 grants the right, in accordance with the share option conditions, to acquire one no-par-value bearer share of the Company with a proportionate amount of the share capital of EUR 1.00 per share against payment of the relevant exercise price. The share option conditions may also provide for the Company granting a cash payment or treasury shares instead of the new shares from the Contingent Capital in order to service the share option rights. This increases the flexibility for the Company to select the most appropriate type of performance in the exercise of the share option rights under consideration of the liquidity situation and the dilution for the existing shareholders which does not occur when granting treasury shares and cash compensation.

The share option rights may be issued up to 18 June 2024 (inclusive). They have a maximum term of seven years from the date of their respective issue (“maximum term”) and expire without compensation thereafter. A total of up to 1,700,000 share option rights can be issued from the Share Option Programme 2019 to members of the Management Board of the General Partner, up to 300,000 share option rights to executives of the Company and up to 200,000 share option rights to members of management of the enterprises affiliated with the Company within the meaning of Sections 15 ff. AktG.

The General Partner is responsible for determining the beneficiaries, the extent of the share option rights to be granted to them and for stipulating the further details of issue and the shaping of the share option rights. Where share option rights are granted to members of the Management Board of the General Partner, the Supervisory Board of the General Partner is solely responsible for this.

The share option rights may be granted to the beneficiaries once or several times. However, the issue of share option rights is excluded for a period of 30 calendar days prior to the publication of the Company’s annual financial statements, the consolidated financial statements and semi-annual financial report. In order to provide the beneficiaries with a longer term incentive to increase the value of the Company in the interest of all shareholders, the share option rights may be exercised four years at the earliest after their date of issue, which also serves to comply with the requirement in Section 193 (2) No. 4 AktG. It is not possible, however, to exercise the right during a period of 30 calendar days before publication of the Company’s annual financial statements, consolidated financial statements and a semi-annual financial report. This is intended to prevent the use of insider knowledge in accordance with the regulations under capital market law. In legitimate exceptional cases, further blocking periods may be stipulated.

In the interest of the shareholders in a sustainable increase in the value of the Company, the share option rights may only be exercised if performance targets have been reached at the end of the holding period. Performance targets are the achievement of the share prices stipulated in the Share Option Programme and an increase in the value of the Company such that the adjusted EBITDA (formerly operational EBITDA) of the Group set out in the consolidated financial statements after conversion to IFRS 11 and 16 amounts to at least EUR 600 million before expiry of the respective holding period.

When exercising the share option rights, the so-called exercise price must be paid by the beneficiary to the Company. The “exercise price” corresponds to the average closing auction price (arithmetical mean) of the Company’s shares in the XETRA electronic trading system of

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Deutsche Börse AG in Frankfurt am Main (or a comparable successor system) on the last 12 months prior to the date of issue of the respective share option right. However, the minimum exercise price is at all events the lowest issue price within the meaning of Section 9 (1) AktG.

The beneficiaries' profit that may be achieved by exercising the share option rights is limited to three times the exercise price ("cap"). The profit results from the difference between the closing price of the share on the day before exercise and the exercise price. This cap ensures that the advantage associated with the share option rights is upwardly restricted in the case of extraordinary developments and all in all does not lead to an inappropriateness of the pay resulting from the Share Option Programme 2019. In the event of exceeding the cap, the number of exercisable options is therefore reduced such that the cap is no longer exceeded.

If the Company implements capital and structural measures within the term of the share option rights, the beneficiaries can be treated as equals in economic terms in order to counteract any dilution. In certain cases – namely in the case of a capital increase from Company funds through the issue of new shares, in the case of a capital reduction by way of the consolidation or redemption of shares as well as in the case of a share split without altering the share capital – the General Meeting resolution itself provides for protection against dilution.

The share option rights are granted as non-transferable subscription rights. With the exception of inheritance, they can be neither transferred nor sold, neither pledged nor otherwise encumbered. This is intended to ensure the personal incentives pursued with the Share Option Programme.

Share option rights basically lapse if an employment relationship no longer exists between the beneficiary and the Company or a Group company or the General Partner or if the enterprise with which the employment relationship exists is no longer an affiliated enterprise of the Company. This does not apply, however, if the share option rights have become vested after expiry of the four-year holding period or if a change in control takes place at the Company within the meaning of the Act on the Acquisition of Securities and on Take-overs (WpÜG). In the event of death, reduced earning capacity, retirement, termination or end of the employment relationship of the beneficiary not due to termination, special regulations for the lapse of the share option rights may be provided for in the terms and conditions of the share option rights.

The General Partner and the Supervisory Board are convinced that the Share Option Programme 2019 proposed in agenda item 9, which depends on the achievement of long-term growth objectives and the development of the share price, is suitable to provide a sustainable

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incentive for the selected executives of the Company and its Group companies and to contribute to a sustainable increase in the corporate value in the interest of Company and shareholders alike.

Cologne, May 2019

Ströer SE & Co. KGaA
General Partner
Ströer Management SE
Management Board

Udo Müller
(Co-CEO)

Christian Schmalzl
(Co-CEO)

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