



STRÖER
out of home media

**Invitation
to the extraordinary
General Meeting
2013**

Ströer
Out-of-Home
Media AG
Cologne

**Ströer Out-of-Home Media AG
Cologne
SIN: 749399
ISIN: DE 0007493991**

Dear Shareholders,

We cordially invite you to the
extraordinary General Meeting of
Ströer Out-of-Home Media AG

**on March 7, 2013
at 10:00 a.m.
(Central European Time - CET)**

at the
Hotel Pullman Cologne
Helenenstraße 14
50667 Köln (Cologne)
Germany

AGENDA

1. Resolution on the amendment of article 1 of the articles of association (name of the company)

Management board and supervisory board propose to adopt the following resolution:

The name of the company is changed into Ströer Media AG and article 1 para. (1) of the articles of association is restated as follows:

"(1) The company has the name
Ströer Media AG. "

2. Resolution on the amendment of article 2 of the articles of association (corporate purpose)

Management board and supervisory board propose to adopt the following resolution:

Article 2 para. (1) of the articles of association, which governs the corporate purpose, is restated as follows:

"(1) The company's purpose is that of a management holding, i.e. the grouping of companies, advising these companies and assuming other business management tasks as well as providing services for companies that are active in the areas of media, advertising, marketing, communications and related services. This includes in particular, but not exclusively, companies that are active in the areas of:

- (a) out-of-home advertising (managing of advertising media of the respective company and of third party companies as well as marketing of advertising spaces for these advertising media) and
- (b) online advertising (brokerage and marketing of online advertising spaces as well as the provision and development of technology).

The company may also itself become active in the aforesaid areas of activities; it may particularly carry out all transactions and measures associated with the aforesaid activities."

REQUIREMENTS FOR ATTENDANCE AT THE GENERAL MEETING AND THE EXERCISE OF VOTING RIGHTS

In accordance with § 16 para. 1 of the Articles of Association, only shareholders that have properly registered in advance with the Company - and who have proved their eligibility - have the right to attend the General Meeting and exercise voting rights.

The registration must be made in writing pursuant to § 126b of the German Civil Code (Bürgerliches Gesetzbuch - BGB) (for example by letter, fax, or e-mail) in either the German or English language.

The authorization to participate in the General Meeting or to exercise voting rights is proved through presenting a certificate in writing pursuant to § 126b BGB from the custodian bank or financial institution that validates share ownership and that is written in either the German or English language. The verification must relate to the beginning of the 21st day before the General Meeting, i.e. **Thursday, February 14, 2013, 0:00 hours (CET) ("Record Date")**.

In relation to the Company, the participation in the General Meeting and the exercise of the shareholder's voting rights is only valid if the verification has been provided.

The Company must receive both the registration and the verification in writing pursuant to § 126b BGB at the following mailing address by no later than **Thursday, February 28, 2013, 24:00 hours (CET) (inbound)**:

Mailing address: Ströer Out-of-Home Media AG
c/o Commerzbank AG
GS-MO 4.1.1 General Meetings
60261 Frankfurt am Main
Germany
E-mail: hv-eintrittskarten@commerzbank.com
Fax: +49 (0)69 / 136 26 351

After receipt of the registration and the verification of their share ownership at the previously mentioned place of registration, the admission cards for the General Meeting will be sent to the shareholders.

In order to ensure the timely receipt of the admission cards, we ask all shareholders to request an admission card from their custodian bank or financial institution as soon as possible. In these cases, the mailing of the registration and the verification of share ownership are usually made by the custodian bank or financial institution. For this purpose, shareholders who have requested an admission card for the General Meeting via their custodian bank or financial institution usually do not have to take any additional steps. In case of doubt, shareholders should inquire at their custodian bank or financial institution whether or not it will process the registration and the verification of share ownership for them.

Significance of the Record Date

The Record Date is the decisive date for the scope and the exercise of the participation and voting rights in the General Meeting. In relation to the Company, the participation in the General Meeting and the exercise of the voting rights as a shareholder are only valid if a verification of share ownership has been provided by the Record Date. Changes in the share portfolio after the Record Date do not have any impact on this. Shareholders who have correctly registered and who have submitted the proper verification are permitted to participate in the General Meeting or to exercise voting rights even if they sell their shares after the Record Date. Shareholders who did not own any shares prior to the Record Date, but only obtain share ownership after the Record Date, can only participate in the General Meeting and exercise their voting rights if they obtain a power of attorney or become authorized to exercise such right. The Record Date has no impact on the ability to sell off the shares. Furthermore, it is not a relevant date for a possible dividend entitlement.

PROCEDURE FOR VOTING BY PROXY

The voting right can also be exercised by a proxy, for example through the custodian bank, a shareholders' association or a named voting representative of the Company. Even in this case, the shareholder must - as described above - register for the General Meeting and must verify his or her share ownership in due time.

The granting of authority, its revocation and the verification of the proxy towards the Company requires - in accordance with § 134 para. 3 sentence 3 AktG in connection with § 17 para. 2 of the Company's Articles of Association - the written form pursuant to § 126b BGB, if neither a bank nor a shareholders' association or any other equivalent institution or person in accordance with § 135 paras. 8 and 10 AktG has been authorized to exercise voting rights. In order to grant power of attorney, the power of attorney form can be used. Shareholders can find this on the back of the admission card sent to them or on the Company's homepage at www.stroeer.de/investor-relations under the section "General Meeting".

The verification concerning the appointment of a proxy vis-à-vis the Company can also be made by sending the authorization in written form pursuant to § 126b BGB to the following address:

| | |
|------------------|--|
| Mailing address: | Ströer Out-of-Home Media AG c/o Haubrok Corporate Events GmbH Landshuter Allee 10 80637 München (Munich) Germany |
| E-mail: | vollmacht@haubrok-ce.de |
| Fax: | +49 (0)89 / 210 27 298 |

In case of the authorization of banks or financial institutions pursuant to § 135 AktG, shareholders' associations or other equivalent institutions or persons in accordance with § 135 paras. 8 and 10 AktG, the requirement of the text form in accordance with § 134 para. 3 sentence 3 AktG does not apply.

However, the letter of authority must be verifiably registered by the proxy. However, it must also be complete and may only contain the explanations connected with the exercise of the voting rights. Therefore, we ask shareholders, who would like to authorize a bank, a shareholders' association or another equivalent institution or person in accordance with § 135 paras. 8 and 10 AktG to exercise voting rights to coordinate this with the authorized person(s).

Beyond this, we offer our shareholders the ability to have their right to vote exercised at the General Meeting - according to their instructions by a voting representative appointed by the Company for this purpose. Even in this case, the shareholder must - as described above - register for the General Meeting and must verify his or her share ownership in due time. If a shareholder would like to authorize the voting representative appointed by the Company, he must give them instructions on how the voting right should be exercised. The voting representatives appointed by the Company are obliged to vote in accordance with the instructions provided to them.

The authorization of the voting representative named by the Company can be sent prior to the General Meeting via regular mail, fax or e-mail to the following address:

| | |
|------------------|--|
| Mailing address: | Ströer Out-of-Home Media AG c/o Haubrok Corporate Events GmbH Landshuter Allee 10 80637 München (Munich) Germany |
| E-mail: | vollmacht@haubrok-ce.de |
| Fax: | +49 (0)89 / 210 27 298 |

In case of authorizing the voting representative named by the Company, we ask the shareholders to send the authorization along with the instructions to the previously mentioned address by no later than **Wednesday, March 6, 2013, 16:00 hours (CET)**. In order to grant authority and to issue instructions to the Company's voting representative, shareholders can use the form that they will find on the back of the admission card sent to them or on the Company's homepage at www.stroeer.de/investor-relations under the section "General Meeting".

Please be aware that the voting representatives appointed by the Company do not accept any authorizations pertaining to the entering of objections towards General Meeting resolutions, for shareholders to exercise their right to speak and to ask questions, or for the presentation of motions; in addition, they are not available for the voting on motions in respect of which no proposals of the Management Board and/or Supervisory Board have been published in the present invitation or later.

PROCEDURE FOR VOTE BY CORRESPONDENCE

Shareholders who do not want to or are unable to personally attend the General Meeting can cast their votes in writing or by means of electronic communication by correspondence. For this, the form located on the back of the admission card sent to shareholders or on the Company's homepage at www.stroeer.de/investor-relations under the section "General Meeting" can be used. We kindly ask the shareholders to send the votes by correspondence

no later than **Wednesday, March 6, 2013, 16:00 hours (CET) (inbound)**, to the Company via regular mail, fax or e-mail at the following address:

Mailing address: Ströer Out-of-Home Media AG
c/o Haubrok Corporate Events GmbH
Landshuter Allee 10
80637 München (Munich)
Germany
E-mail: briefwahl@haubrok-ce.de
Fax: +49 (0)89 / 210 27 298

In the case of voting by correspondence as well, timely registration and submission of proof of ownership of the shares in accordance with the provisions in the section "REQUIREMENTS FOR ATTENDANCE AT THE GENERAL MEETING AND THE EXERCISE OF VOTING RIGHTS" are required.

INFORMATION REGARDING THE RIGHTS OF SHAREHOLDERS IN ACCORDANCE WITH §§ 122 PARA. 2, 126 PARA. 1, 127 AND 131 PARA. 1 AKTG

Prior to and during the General Meeting, the shareholders are entitled to the following rights, among others. Further details can be viewed on the Company's homepage at www.stroeer.de/investor-relations under the section "General Meeting".

Applications for items to be added to the agenda at the request of a minority in accordance with § 122 para. 2 AktG

Shareholders whose joint holdings reach a pro rata amount of EUR 500,000.00 of the registered share capital, corresponding to 500,000 no-par value shares, can request that items be placed on the agenda and published. Each new item must be accompanied by a reason or a proposal.

Requests for additional agenda items must be received by the Company in writing or in electronic form in accordance with § 126a BGB no later than **Monday, February 4, 2013, 24:00 hours (CET) (inbound)**. Requests for additional agenda items can be sent via regular mail or e-mail to the following address:

Mailing address: Ströer Out-of-Home Media AG
- Management Board-
Ströer Allee 1
50999 Köln (Cologne)
Germany
E-mail: hauptversammlung@stroeer.de

The applicant(s) must show in accordance with § 122 para. 2 sentence 1 and para. 1 sentence 3, § 142 para. 2 sentence 2 AktG that they have held shares for a period of at least three months. In doing so, the Company will - concerning the applicable time for attaining this minimum holding period – decide in favor of any applicant by basing it on the day of the General Meeting and by determining that an issued proof of ownership since Friday, December 7, 2012 is to be treated as sufficient.

Shareholders' counter-motions and proposals for election by shareholders in accordance with §§ 26 para. 1 and 127 AktG

Each shareholder can submit a counter-motion to the Company against proposals made by the Management Board and/or Supervisory Board in respect of a specific agenda item, as well as proposals for election.

Shareholders' counter-motions and proposals for election by shareholders that have been received by the Company no later than **Wednesday, February 20, 2013, 24:00 hours (CET) (inbound)**, via regular mail, fax or e-mail at the following address:

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

will, together with the name of the shareholder and the grounds - which however are not necessary for proposals for election - as well as any statement by the management, be made accessible immediately upon receipt on the Company's homepage at www.stroeer.de/investor-relations under the section "General Meeting".

Counter-motions and proposals for election which are not addressed to the aforementioned Company's address or which arrive after **Wednesday, February 20, 2013, 24:00 hours (CET) (inbound)** as well as counter-motions without sufficient justification, will not be published on the Internet by the Company.

Furthermore, proposals for election are only made accessible if they contain the name, profession, and place of residence of the nominated person; for proposals for election of Supervisory Board members, the additional information concerning their memberships in other supervisory boards required to be established by law must be included.

The Company can refrain from making a counter-motion and its grounds or a proposal for election accessible if one of the conditions of exclusion of § 126 para. 2 AktG exists. The conditions of exclusion are available on the Company's homepage at www.stroeer.de/investor-relations under the section "General Meeting".

A vote on a counter-motion or counter-suggestion regarding a proposal for election in the General Meeting assumes that the counter-motion or counter-suggestion regarding a proposal for election had been posed verbally during the General Meeting.

The right of every shareholder to submit verbal counter-motions concerning the various agenda items or counter-suggestions to proposals for election - even without the prior and timely notice to the Company - remains unaffected.

Right to inform shareholders in accordance with § 131 para. 1 AktG

If requested, each shareholder has the right to receive information from the Management Board regarding the activities of the Company, including the legal and commercial relationships with affiliated companies as well as the state of the Group and the companies included in the consolidated financial statements insofar as this is necessary to make an appropriate assessment of the agenda items. Informational requests are generally made verbally during the General Meeting within the framework of the discussion. In accordance with § 18 para. 3 of the Articles of Association, the chairman of the meeting has the right to limit the question and discussion period of a shareholder and can determine a further course of action. In addition, the Management Board can, in cases regulated under § 131 para. 3 AktG, opt out of providing any information. These cases are depicted on the Company's homepage at www.stroeer.de/investor-relations under the section "General Meeting".

INFORMATION AND DOCUMENTS REGARDING THE GENERAL MEETING

This invitation to the General Meeting, the availability of documents as required by law, applications as well as proposals for election from shareholders as well as additional information and further explanations regarding above-mentioned shareholders' rights in accordance with §§ 122 para. 2, 126 para. 1, 127 and 131 para. 1 AktG, especially in relation to the participation in the General Meeting, voting by correspondence and regarding authorization and issuing instructions, are available - from the time of calling the General Meeting - on the Company's homepage at www.stroeer.de/investor-relations under the section "General Meeting".

The documents made available as required by law will also be available at the General Meeting.

After the General Meeting, the voting results will also be published by the Company on its homepage.

Together with their admission cards, the shareholders will be given further details regarding the participation in the General Meeting, voting by correspondence as well as regarding authorization and issuing instructions.

NUMBER OF SHARES AND VOTING RIGHTS

The registered share capital of the Company is divided into 42,098,238 no-par value bearer shares, all of which have one voting right. At the time of calling the General Meeting, all 42,098,238 of the Company's issued no-par value shares include the right to attend and the right to vote, which is why the total number of the Company's voting shares is 42,098,238 at the time of calling the General Meeting. At the time of this calling, the Company does not possess any own shares.

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.

The invitation to this extraordinary General Meeting was published in the German Federal Gazette on January 25, 2013 and was also forwarded to media which can be expected to publish the information across the entire European Union.

COLOGNE, JANUARY 2013

**STRÖER OUT-OF-HOME MEDIA AG
MANAGEMENT BOARD**