

# STRÖER

out of home media

# En

Invitation to the ordinary  
General Meeting 2012

Ströer  
Out-of-Home  
Media AG  
Cologne



Jetzt wieder da.

STRÖER

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

Dear Shareholders,

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

on June 21, 2012  
at 10:00 a.m.  
(Central European Summer Time - CEST)

at the  
Congress-Centrum Nord Koelnmesse  
(Congress Center North of the Cologne Trade Fair),  
Rheinsaal,  
Deutz-Mülheimer Strasse 111,  
50679 Köln (Cologne)  
Germany

## AGENDA

1. **Presentation of the adopted annual financial statements and the approved consolidated financial statements, the management report and the Group management report of Ströer Out-of-Home Media AG, including the explanations on the disclosures pursuant to § 289 paras. 4 and 5, § 315 paras. 4 and 2 No. 5 of the German Commercial Code (Handelsgesetzbuch - HGB) as well as the Supervisory Board's report, each as of December 31, 2011**

In accordance with the legal requirements, a resolution regarding the Agenda Item 1 is not scheduled since the Supervisory Board has already approved the annual financial statements and the Group financial statements and, in doing so, the annual financial statements have been determined. For the remaining documents, there is also no legal reason that the General Meeting must pass a resolution.

2. **Resolution on the appropriation of profit**

The Management Board and Supervisory Board propose:

Of the unappropriated net profit for fiscal year 2011 in the total amount of EUR 46,042,932.40, an amount of EUR 26,042,932.40 be allocated to the retained earnings and an amount of EUR 20,000,000.00 be carried forward to new account.

3. **Resolution on the approval of the actions of the Management Board**

The Management Board and Supervisory Board propose:

The acting members of the Board of Management of Ströer Out-of-Home Media AG in fiscal year 2011 are granted discharge for this period.

4. **Resolution on the approval of the actions of the Supervisory Board**

The Management Board and Supervisory Board propose:

The acting members of the Supervisory Board of Ströer Out-of-Home Media AG in fiscal year 2011 are granted discharge for this period.

## 5. Resolution on the election of the auditors

Upon recommendation of its audit committee, the Supervisory Board proposes:

The auditing firm Ernst & Young GmbH Wirtschaftsprüfungsgesellschaft, Cologne, be appointed to audit the annual financial statements and the consolidated financial statements for the fiscal year ending December 31, 2012.

Before proposing this candidate, the Supervisory Board received a statement of independence from Ernst & Young GmbH Wirtschaftsprüfungsgesellschaft, Cologne, as suggested by the German Corporate Governance Codex.

## 6. Supervisory Board election

In accordance with §§ 95 and 96 para. 1 of the German Stock Corporation Act (Aktiengesetz - AktG) in combination with § 10 para. 1 of the Company's Articles of Association, the Supervisory Board of Ströer Out-of-Home Media AG is comprised of six shareholding members. In the election of Supervisory Board members, the shareholders are not required to vote for the proposed candidates.

We are deeply saddened to report that the Supervisory Board member Dr. Wolfgang Bornheim passed away this past year. Dr. Stefan Seitz was appointed as the new Supervisory Board member by resolution of the Cologne district court on September 9, 2011. Dr. Seitz will now be elected as a Supervisory Board member of the Shareholders by the General Meeting.

Under consideration of No. 5.4.1 para. 1 of the German Corporate Governance Codex for the formation of supervisory boards, the Supervisory Board proposes the election of the following member to the Supervisory Board:

Dr. Stefan Seitz, lawyer, Cologne, partner of the partnership Schlütter Bornheim Seitz, Cologne,

for the time period beginning after conclusion of the General Meeting on June 21, 2012 and lasting until the General Meeting occurs in which the Supervisory Board determines the discharge of its members for the 2013 fiscal year.

### **Details regarding Agenda item 6 in accordance with § 125 para. 1 sentence 5 AktG:**

Dr. Stefan Seitz is a member of the following other:

- a) Supervisory boards required to be established by law and/or
  - b) Comparable domestic and foreign control committees of other businesses:
- 
- a) Kick-Media AG, Cologne;
  - b) None.

Further information regarding the proposed candidate is available on the Company's homepage at [www.stroer.de/investor-relations](http://www.stroer.de/investor-relations) under the section "General Meeting".

## 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, May 31, 2012, 0:00 hours (CEST) ("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, June 14, 2012, 24:00 hours (CEST) (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 ordinary 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](http://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](mailto: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 ordinary 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 ordinary 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, June 20, 2012, 16:00 hours (CEST)**. 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.stroer.de/investor-relations](http://www.stroer.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 a written vote 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.stroer.de/investor-relations](http://www.stroer.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, June 20, 2012, 16:00 hours (CEST) (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

**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](http://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, May 21, 2012, 24:00 hours (CEST) (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](mailto: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 Wednesday, March 21, 2012 is to be treated as sufficient.

**Shareholders' counter-motions and proposals for election by shareholders in accordance with §§ 126 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, June 06, 2012, 24:00 hours (CEST) (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](mailto: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](http://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, June 06, 2012, 24:00 hours (CEST) (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](http://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](http://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,

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are available - from the time of calling the General Meeting - on the Company's homepage at [www.stroeer.de/investor-relations](http://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.

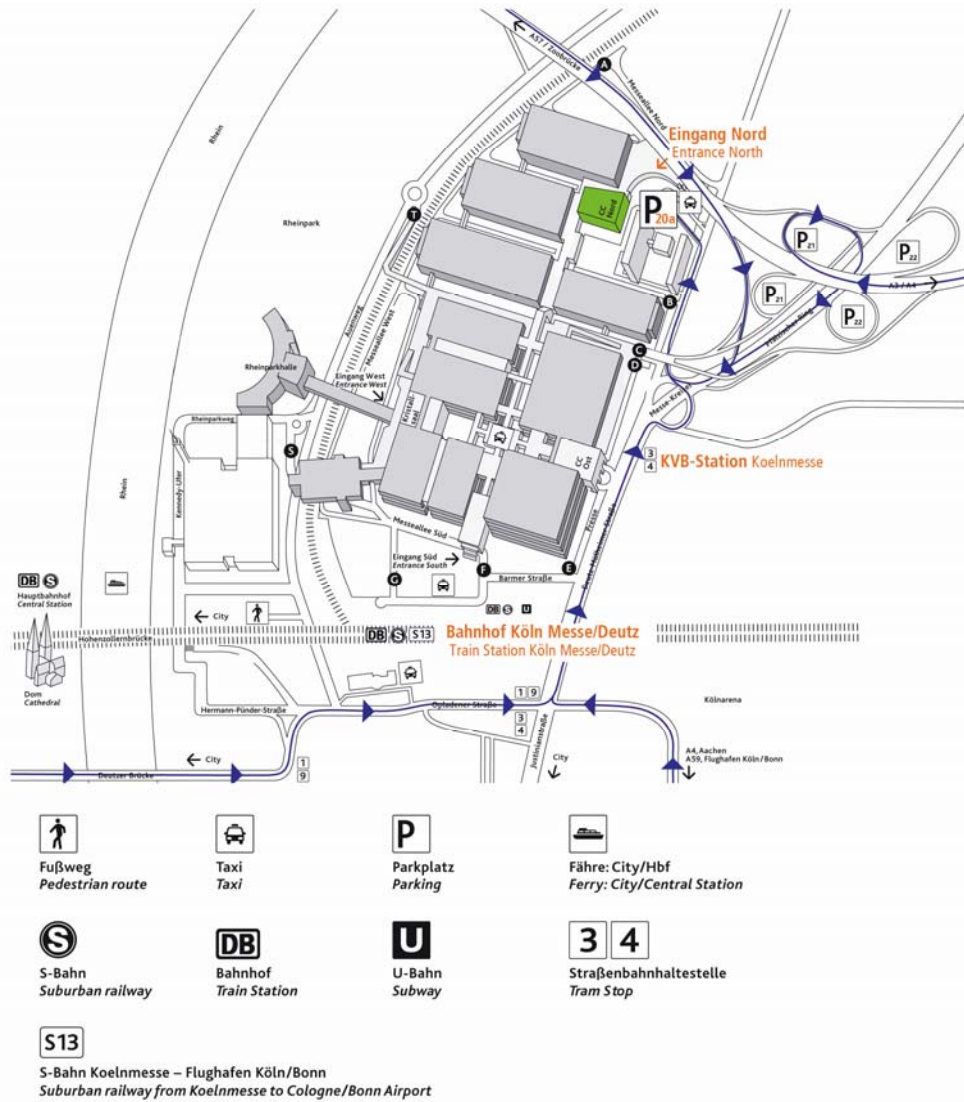
The invitation to this year's General Meeting was published in the German Federal Gazette on May 11, 2012 and was also forwarded to media which can be expected to publish the information across the entire European Union.

**COLOGNE, MAY 2012**

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

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**DIRECTIONS  
TO THE CONGRESS-CENTRUM NORD, KOELNMESSE  
(Congress Center North at the Cologne Trade Fair)**



**Public transportation**

**By train**

From the Cologne Main Train Station (Hauptbahnhof) take the Subway (U-Bahn) Line 16, 17, 18 or 19 to the "Neumarkt" station and transfer to Line 3 (towards "Thielenbruch") or Line 4 (towards "Schlebusch"); these lines will bring you to the "Koelnmesse" station, which is directly in front of the Congress-Centrum Ost. From there, follow the pedestrian signs to Congress-Centrum Nord.

From the Cologne-Deutz train station you can easily reach the Congress-Centrum Nord by foot (about 1 km), simply follow the signs.

### **By tram**

Take the Subway (U-Bahn) Line 1 towards "Bensberg" or Line 9 (towards "Königsforst"); both of these lines will take you to the Cologne-Deutz train station. Or you can take the U-Bahn Line 3 (towards "Thielenbruch") or Line 4 (towards "Schlebusch") - both lines will bring you to the "Koelnmesse" station, which is directly in front of the Congress-Centrum Ost. From there, follow the pedestrian signs to Congress-Centrum Nord.

### **By airplane**

From the Cologne/Bonn airport take the S-Bahn Line 13 to the "Deutz/Messe" station (traveling time approx. 15 minutes); from there, there are signs which lead you to the Congress-Centrum Nord.

### **By car**

Follow the green signs for "Koelnmesse" (Cologne Trade Fair). These will navigate you directly to the parking areas in the area of the Congress-Centrum Nord.

### **PARKING AREAS**

In parking lot P 20a there is free parking available for the shareholders as well as visitors to the General Meeting.

**Ströer Out-of-Home Media AG**  
Ströer Allee 1  
50999 Köln (Cologne)

Commercial register: Registry court Cologne HRB 41548  
Registered seat: Cologne

Management Board: Udo Müller (Chairman), Alfried Bührdel (Deputy Chairman), Dirk Wiedenmann

Chairman of the Supervisory Board: Prof. Dr. h.c. Dieter Stolte