

Report of the Management Board to the general meeting on item 12 of the agenda pursuant to sect. 5 SE-VO in conjunction with § 221 para. 4 AktG. in conjunction with § 186 para. 4 sentence 2 AktG

The Management Board has reported in writing pursuant to sect. 5 SE-VO in conjunction with § 221 para. 4 AktG in conjunction with § 186 para. 4 sentence 2 AktG on item 12 of the agenda. The report is provided for insight by the shareholders on the business premises of the company and in the general meeting from the day on which the general meeting is convened onwards. Furthermore, the report will be published on the company's website at <http://www.stroeer.com/> under the section "Investor Relations", "General Meeting" and sent to each shareholder free of charge on request.

The report has the following content:

The authorisation decided by the general meeting on 13 July 2010 to issue convertible bonds and/or option bonds ends on 12 July 2015. To continue giving the Management Board the option of taking up loan capital at attractive conditions by issuing convertible and/or option bonds, the authorisation is to be renewed under revocation of the previous one. Accordingly, item 12 of the agenda suggests authorising the Management Board with the consent of the Supervisory Board to issue convertible bonds and/or option bonds (together: "bonds") with a total nominal amount of up to EUR 11,776,000.00, once or several times. The authorisation shall be limited until 29 June 2020. The intended authorisation framework volume corresponds to that of the previous authorisations. The bonds can be applied with conversion or subscription rights or obligations for shares of the company in here. To grant holders of bonds shares of the company when the conversion and subscription rights are executed or to meet the conversion obligation, a new contingent capital 2015 is to be created at up to EUR 11,776,000.00, enabling the company to issue up to 11,776,000.00 new shares. The new contingent capital at the scope suggested by the Management Board and Supervisory Board of EUR 11,776,000.00 corresponds to approx. 24.1% of the share capital. It does not utilise the statutory scope of 50% of the share capital.

The bonds can be issued with or without limitation of the term and in other statutory currencies. They may also - where the increase of funds serves group financing interests - be issued by affiliated companies of the group. In this case, the Management Board shall have the right to assume the guarantee for the bonds for the company, with the consent of the supervisory council and to make any further declarations and actions required for successful issuing and - where the bonds grant convertible or option rights for new no-par-value shares of the company – to grant the bearers such conversion or option rights.

Appropriate capital equipment is an essential basis for the development of the company. Option and convertible bonds are an essential instrument for financing, by which the company initially receives low-interest loan capital.

The shareholders of the company generally have a subscription right to the bonds. They are thus given the option of investing their capital with the company and at the same time maintaining their participation rate. The subscription right may be granted in the manner that the bonds are assumed by a credit institution with the obligation of offering them to the shareholders for subscription indirectly.

The Management Board is, however, to have the right to exclude the subscription right of the shareholders to the bonds in specific cases explained below with the consent of the Supervisory Board.

The resolution suggested in agenda item 12 initially intends for the Management Board having the right to exclude the statutory subscription right of the shareholders for peak amounts with the consent of the Supervisory Board. Such peak amounts may result from the amount of the respective emission volume and the presentation of practical subscription ratio. Exclusion of the subscription right facilitates processing of the emission in this case, since specifically the costs of a subscription rights trade would not be at a reasonable ratio to the profit of the shareholders in case of peak amounts. Both the value of such peaks and the possible dilution effect are usually low for the individual shareholder. The free peaks excluded from the shareholders' subscription rights shall be utilised by sale via the stock exchange or otherwise in the best manner for the company. The Management Board and the Supervisory Board therefore consider this authorisation appropriate.

Furthermore, the Management Board is entitled to exclude the subscription right of the shareholders to bonds with consent of the Supervisory Board where it is required to grant the holders of already-issued conversion or option rights shares of the company or the creditors of convertible bonds already issued with conversion obligations a subscription right at the scope that they would be due if they had already executed their conversion or subscription right or if they had already met their conversion obligations. Bonds regularly contain dilution protection clauses in their conditions for the case that the company emits further bonds or shares to which the shareholders have subscription rights. For the value of the bond not to be impaired by such measures, the holders usually receive compensation for this by the conversion or subscription price being reduced or by giving them a subscription right to the bond issued later as well. To maintain the best flexibility in this respect, the possibility for excluding subscription rights therefore should apply in this case as well. Specifically, it is common on the market to give share creditors a subscription right to subsequent bonds so that the convertible or option bonds can be placed better. Furthermore, this can be used to prevent an otherwise necessary deduction of the conversion or subscription price and the finance structure of the company can be strengthened.

The Management Board also is to be entitled under corresponding application of § 186 para. 3 sentence 4 AktG to exclude the subscription right of the shareholders with consent of the Supervisory Board where the issue price of the bond does not essentially undercut the theoretic market value of the bonds with conversion and/or option rights or

conversion obligations determined according to the recognised financial-mathematics methods. This subscription rights exclusion is necessary when bonds are to be placed quickly to use an advantageous market environment. Since the time and cost effort from processing of the subscription right is dispensed with in this respect, the issue conditions can be specified close to the market to achieve a higher funds inflow for the company. The shareholders' interests are maintained because the bonds must not be issued essentially below the market value, so that the value of such subscription right is almost zero. Each shareholder thus is able to purchase the shares required to maintain his share rate through the stock exchange at almost comparable conditions. Additionally, the scope of this authorisation for subscription right exclusion is limited, since the shares issued or to be issued to serve conversion and/or option rights or to meet conversion obligations must not exceed a total of 10% of the share capital, neither at the time of entering into effect of this authorisation, nor at the time of execution of the authorisation - if this is lower. All shares that are issued or sold during the term of this authorisation under exclusion of subscription rights of the shareholders pursuant to or under corresponding application of § 186 para. 3 sentence 4 AktG shall be set off against the above maximum amount of 10 %. Furthermore, this number shall also consider the shares that have been issued or are to be issued to serve conversion and/or option rights, where the bonds have been issued during the term of this authorisation under exclusion of the subscription rights pursuant to § 186 para. 3 sent. 4 AktG. This set-off takes place in the interest of the shareholders and ensures the lowest possible dilution of their participation.

Apart from this, the Management Board shall finally also be authorised to exclude the subscription rights of the shareholders to the bonds with the consent of the supervisory council, where they are issued against contribution in kind for the purpose of (also indirect) acquisition of companies, company parts, participations in companies or other assets. The subscription rights exclusion shall, however, only be permitted if the value of the contribution in kind is at an appropriate ratio to the value of the bond. In case of bonds with conversion and/or option rights or conversion obligations, the market value shall be essential. The possibility to offer shares of the company as compensation in suitable cases is of advantage in competition for interesting acquisition objects and creates the necessary tolerances to use short-term opportunities for purchasing companies, company parts, participations in companies or other assets in the short term. This way, the market position and competitiveness of the company can be strengthened and further developed. Furthermore, the suggested authorisation to issue bonds against contributions in kind creates the best financing opportunity for the company, since it protects the company's liquidity and can strengthen the capital basis. The company does not incur any disadvantage from this, since the issue of bonds against contributions in kind requires that the value of the contributions in kind is at an appropriate ratio to the value of the bond. The Management Board will ensure when specifying the evaluation relation that the interests of the company and its shareholders are appropriately maintained.

The conversion or option rights from bonds that have been issued against contributions in kind can, however, not be served from the new contingent capital 2015. This is meant only to serve the conversion or option rights connected to bonds issued in cash or to meet the conversion obligations for shares of the company. When issuing bonds against

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contributions in kind, recourse to own shares of the company or a non-cash capital increase are required in this respect to meet the conversion or option rights or conversion obligations.

The Management Board shall review carefully from case to case whether the purchase and issuing of bonds against contributions in kind is in the well-understood interest of the company. The Management Board and the Supervisory Board consider this authorisation appropriate.

The Management Board shall report on any utilisation of the authorisation for the issuing of convertible bonds and/or option bonds to in the next general meeting in each case.

Cologne, May 2015

Ströer Media SE
Management Board

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Dr. Bernd Metzner
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