

STRÖER

INFORMATION CONCERNING

THE GRANTING OF AUTHORITY AND THE ISSUING OF INSTRUCTIONS TO THE VOTING REPRESENTATIVES OF THE COMPANY

Ströer Media SE appoints Mrs. Doreen Dibold and Mr. Rolf Heidkamp, both employees of Ströer Media SE, Cologne, as voting representatives of the company each with the sole right of representation and with the right to appoint substitute representatives. Please note that, if exercising voting rights through the Company's voting representatives as authorised representatives, the shareholder must also register in due time for the General Meeting of Ströer Media SE on June 30, 2015 in Cologne and must provide proof of his or her shareholding in due time (at the latest by 24:00 hours (CEST) on June 23, 2015). Please consult the notice of convocation for further information concerning registration and the provision of proof of your shareholding.

The following methods are available to you if you should wish to instruct the above-named voting representatives of the Company in a binding manner to exercise your voting rights.

Letter, e-mail or fax containing the authorization and instructions to the Company's voting representatives

Please use the form „AUTHORIZATION AND INSTRUCTIONS TO THE VOTING REPRESENTATIVES RESPECTIVELY VOTE BY CORRESPONDENCE“: Use this form to authorize the above-named voting representatives of the Company and instruct them in how your voting rights are to be exercised in relation to the resolutions proposed by the management.

Then, please send (by post or e-mail) or fax the form „AUTHORIZATION AND INSTRUCTIONS TO THE VOTING REPRESENTATIVES RESPECTIVELY VOTE BY CORRESPONDENCE“ **together with your admission card or mentioning the number of your admission card directly to the following address:**

- **By post to:** **Ströer Media SE**
c/o HCE Haubrok AG
Landshuter Allee 10, 80637 Munich, Germany
- **or by e-mail to:** **vollmacht@hce.de**
- **or by fax to the following number:** **+49 (0) 89 / 210 27 289**

Important note:

Please note, that you may only grant authorization and issue instructions to the voting representatives, if the admission card(s) is/are issued on your name and this form is completely filled out and reaches the voting representatives of the Company in a timely manner at the aboved mentioned address, together with the admission card or by mentioning the number of your admission card until June 29, 2015, 16:00 hours (CEST) (inbound) latest.

If the voting representatives of the Company receive authorization and instructions through various channels (via regular mail, e-mail or fax), the most recently received, formally valid authorization and corresponding instructions will be considered binding. If the authorization and instruction form is filled out incorrectly, the respective votes will not be represented by the voting representatives of the Company at the General Meeting. If the shareholders grants authorization to the voting representatives of the Company he is obliged to give instructions. The voting representatives are bound to instructions given by the shareholder.

If the authorization and instruction form is filled out incompletely or incorrectly, the respective votes will according to the respective voting procedure not be represented by the voting representatives at the General Meeting respectively the voting representatives vote to abstain. The voting representatives are bound to the issued instructions and are not allowed to exercise the voting rights transferred to them in the case of votes not announced prior to the General Meeting (e.g. procedural motions). In this case, depending on the voting procedure, the respective votes will not be represented by the voting representatives at the General Meeting respectively the voting representatives vote to abstain. This applies accordingly to votes on counter-motions to the proposed resolutions of the management, to nominations deviating from proposed resolutions of the management as well as to proposed resolutions of the management with from the published convocation deviating resolution content. The voting representatives of the Company cannot be appointed to file objections, propose motions or ask questions during the General Meeting. Shareholders can attend the General Meeting personally or grant authorization to a third person after revoking the authorization given prior to the voting representatives appointed by the Company.

Ströer Media SE does not guarantee and is not responsible for any reliability and availability of fax machines nor for the opportunity of granting authorization and issuing instructions via e-mail as far as it is not premeditated nor grossly negligent.

For questions concerning the granting of authority and the issuing of instructions to the voting representatives appointed by the Company you can reach our

General Meeting-Hotline

Monday through Friday, except holidays, from 9 a.m. to 5 p.m.

at **+49 (0) 89 / 210 27 222**