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Proposal by the Management Board regarding the appropriation of profit in accordance with § 170 para. 2 German Stock Corporation Act (AktG)

At the ordinary General Meeting to be held on June 30, 2015, the Management Board will propose the following appropriation of the unappropriated net profit for fiscal year 2014:

The Management Board proposes to use the net profit acquired in the fiscal year of 2014, at a total of EUR 45,954,725.60, as follows:

- distribution of a dividend in the amount of EUR 0.40 per no-par value share entitled to dividend payment, equaling a total amount of EUR 19,547,913.60;
- Contribution of an amount of EUR 6,406,812.00 to the profit reserves and
- Carryforward of the residual amount of EUR 20,000,000.00 to the new account.

At the time at which the general meeting is convened, the company holds no shares of its own.

Ströer Media SE

Management Board

Udo Müller
(CEO)

Christian Schmalzl
(COO)

Dr. Bernd Metzner
(CFO)