

**SHAREHOLDERS' RIGHTS TO ASK QUESTIONS**

Any Shareholder attending the AGM has the right to ask questions. The Company must cause to be answered any such question relating to the business being dealt with at the AGM but no such answer need be given if: (i) to do so would interfere unduly with the preparation for the AGM or involve the disclosure of confidential information, (ii) the answer has already been provided on a website in the form of an answer to a question, or (iii) it is undesirable in the interests of the Company or the good order of the AGM that the question be answered.

**WEBSITE**

A copy of this notice, and other information required by section 311A of the Companies Act 2006, can be found at: [www.tipp24.co.uk](http://www.tipp24.co.uk). A copy of the Company's statutes is also available on the Company's website.

**ATTENDING THE AGM**

If you wish to attend, please arrive a few minutes early for security and registration formalities. A map of the AGM's location is available at the following URL:

[www.tipp24.co.uk](http://www.tipp24.co.uk).

**LOCATION**

Andaz Liverpool Street London, 40 Liverpool Street, London EC2M 7QN, United Kingdom, on 19 June 2014.

**HOW TO GET THERE**

The Andaz Liverpool Street London is located in the City of London. The following public transit connections are available from London's main airports:

**Heathrow Airport**

Take the Heathrow Express to Paddington station. Then, the Circle or Hammersmith & City Line to Liverpool Street Station (45 to 60 minutes).

**Stansted Airport**

Take the Stansted Express to Liverpool Street Station (30 minutes).

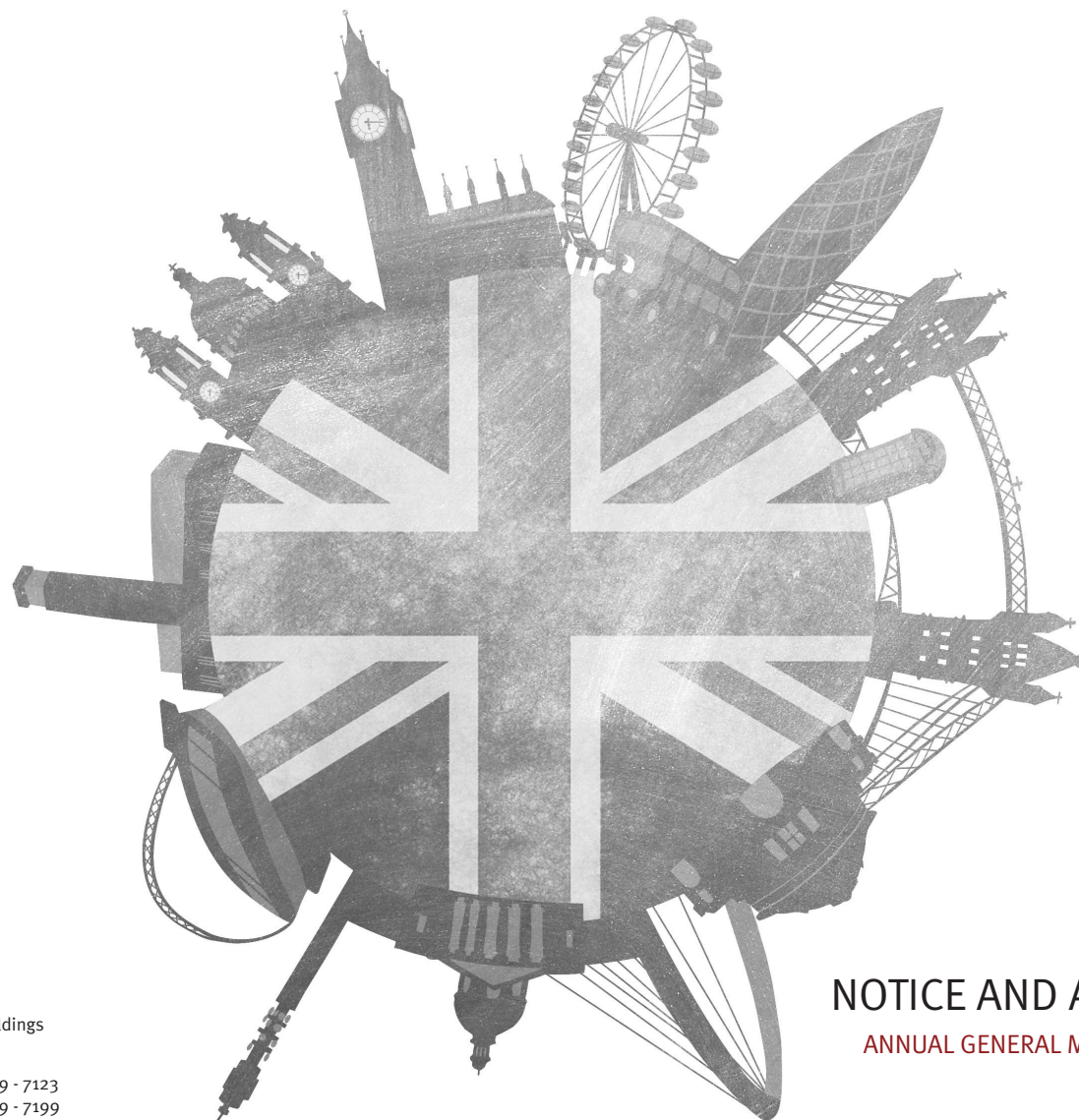
**City Airport**

Take the DLR (Docklands Light Railway) to Bank Station. Then, the Central Line east-bound to Liverpool Street station (25 minutes).

**OTHER INFORMATION**

Cameras, tape and other recorders and computers will not be allowed into the AGM but may be deposited in the entrance foyer. Please switch off mobile phones during the AGM.

Light refreshments will be available before and after the AGM.

**Tipp24 SE**

25 Southampton Buildings  
London WC2A 1AL

Phone: +44 20 3739 - 7123

Fax: +44 20 3739 - 7199

[www.tipp24.co.uk](http://www.tipp24.co.uk)

**NOTICE AND AGENDA****ANNUAL GENERAL MEETING 2014**

## Tipp24 SE

London, United Kingdom

– ISIN GBooBHD66J44 –

**This notice of AGM is important and requires your immediate attention. If you are in any doubt as to the action you should take, you should consult your independent financial advisor immediately. If you have sold or otherwise transferred all your shares or other interest in the Company, please send this notice of AGM and the accompanying documents to the purchaser or transferee or to the stockbroker, bank or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.**

## NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Company's AGM will be held at the Andaz Liverpool Street London, 40 Liverpool Street, London EC2M 7QN, United Kingdom, on 19 June 2014 at 9.30 a.m. (British Summer Time). You will be asked to consider and pass the resolutions below. All resolutions will be proposed as ordinary resolutions.

### ORDINARY RESOLUTIONS

- To receive the Annual Report and Accounts of the Company for the year ended 31 December 2013.**
- To appoint Ernst & Young LLP as auditors of the Company.**
- To authorise the Supervisory Board of the Company to determine the remuneration of Ernst & Young LLP for the coming financial year.**
- To change the amount and form of the remuneration of the members of the Supervisory Board pursuant to clause 202 of the Company's statutes, so that:**
  - the members of the Supervisory Board shall receive for every full financial year a fixed annual remuneration of €45,500, which shall be multiplied by 3 in respect of the chairman of the Supervisory Board and by 2 in respect of the deputy chairman; and**
  - for every membership in a committee of the Supervisory Board, members of the Supervisory Board shall receive an additional annual remuneration of €17,500, which shall be multiplied by 2 in respect of a chairman of a committee.**

By order of the Supervisory Board

**Dr Hans Cornehl**  
Chairman of the Executive Board

Tipp24 SE  
25 Southampton Buildings  
London WC2A 1AL

27 May 2014

### EXPLANATION OF BUSINESS

The notes below explain the proposed resolutions. Resolutions 1 to 3 are proposed as ordinary resolutions. This means that for each of those resolutions to be passed, more than half of the votes cast must be in favour of the resolution.

#### Resolution 1: Annual Report and Accounts

The directors must present their report and the Company's accounts for the year ended 31 December 2013 to shareholders at the AGM. The Annual Report and Accounts contain the consolidated annual financial statements and group management report as at 31 December 2013, the voluntary special report of the Supervisory Board, the statutory annual financial statements and management report of Tipp24 SE as well as the auditors' statements regarding both the consolidated and annual financial statements.

#### Resolution 2: Appointment of auditors

Resolution 2 proposes the appointment of Ernst & Young LLP as the Company's auditors, until the conclusion of the Company's next general meeting at which accounts are laid.

#### Resolution 3: Authorisation of the Supervisory Board to agree the auditors' remuneration

Resolution 3 authorises the Supervisory Board to determine the auditors' remuneration.

#### Resolution 4: To change the amount and form of the remuneration of the members of the Supervisory Board

Resolution 4 increases the amount of remuneration for Supervisory Board members, in respect of the financial year ending 31 December 2014 and subsequent financial years, from €40,000 to €45,500. The remuneration of the chairman has been raised from a multiple of 2.5 to a multiple of 3 times this amount, and the remuneration of the deputy chairman has been raised from a multiple of 1.5 to a multiple of 2 times this amount. In addition, the amount of remuneration for a member of the Supervisory Board being a member of a committee has been raised from €13,500 to €17,500, and a new multiple of 2 times this amount has been applied to the chairmanship of a committee. These changes result from an investigation performed at the request of the Supervisory Board. The Supervisory Board engaged Board Consultants International to review the appropriateness of the remuneration of the Supervisory Board. The consultants performed several interviews with members of the Supervisory Board as well as an external market analysis. The analyses concluded that the business of the Company is strongly influenced by a highly dynamic regulatory environment. As a result, the time investment required for a non-executive Board member is significantly higher than the industry average. This additional time investment is currently not reflected in the remuneration of the Supervisory Board. The proposed remuneration scheme takes the specific situation of the Company into account and has been deemed appropriate by the remuneration consultants.

### DOCUMENTS ENCLOSED

This notice of meeting is being sent to all members and all CI Holders (as defined in the Company's statutes) (collectively, "Shareholders") as well as all Company directors. You will find an 'intention to attend' form and a proxy form enclosed with this notice.

### ENTITLEMENT TO ATTEND AND VOTE

The Company, pursuant to clauses 75, 76, 121 and 122 of the Company's statutes, specifies that only those Shareholders entered in the register of members of the Company or the CI Register (as defined in the Company's statutes) (collectively, the "Registers of Members", and each a "Register of Members") at 6:00 p.m. CEST on 17 June 2014, or, if the AGM is adjourned, in the appropriate Register of Members 48 hours before the time of any adjourned AGM, shall be entitled to attend and vote at the AGM in respect of the number of shares or CIs registered in their name at that time. Changes to the entries in the Registers of Members after 6:00 p.m. CEST on 17 June 2014 or, if this AGM is adjourned, in the Registers of Members less than 48 hours before the time of any adjourned AGM, shall be disregarded in determining the rights of any person to attend or vote at the AGM.

### PROXIES

Registered Shareholders may appoint one or more proxies (who need not be a Shareholder) to exercise all or any of their rights to attend and to speak and vote at the AGM, provided that each proxy is appointed to exercise the rights attached to a different share or shares held by his appointer. A Shareholder may appoint a proxy or proxies by completing and returning the proxy form enclosed with this notice to Tipp24 SE, c/o Computershare Investor Services PLC, PO Box 1075, Bristol BS99 3FA, United Kingdom, or by sending a scan of the proxy form as an attachment to an email, addressed to tipp24-hv2014@computershare.de. You may not use any electronic address provided in this notice to communicate with the Company for any purposes other than those expressly stated.

To appoint more than one proxy or if you have not received a proxy form with this pack, please contact Computershare by email to tipp24-hv2014@computershare.de or by telephone on +49 89 30903-74675.

IMPORTANT: Your proxy form must be received no later than 9.30 a.m. (BST) on 17 June 2014.

### NOMINATED PERSONS

Any person to whom this notice is sent who is a person nominated under section 146 of the Companies Act 2006 to enjoy information rights (a "Nominated Person") may have a right, under an agreement between him and the Shareholder by whom he was nominated, to be appointed (or to have someone else appointed) as a proxy for the AGM. If a Nominated Person has no such proxy appointment right or does not wish to exercise it, he may, under any such agreement, have a right to give instructions to the Shareholder as to the exercise of voting rights.

The statement of Shareholders' rights in relation to proxy appointment described above under Proxies above does not apply to Nominated Persons. Only the Company's Shareholders may exercise the rights described in those paragraphs.

### CORPORATE REPRESENTATIVES

Any corporation which is a member can appoint one or more corporate representatives who may exercise on its behalf all of its powers provided that they do not exercise their powers differently in relation to the same shares, in which case the power is treated as not exercised. Any corporate Shareholder who wishes (or who may wish) to appoint more than one corporate representative should contact Computershare by email to tipp24-hv2014@computershare.de or by telephone on +49 89 30903-74675.

### TOTAL VOTING RIGHTS

As at 26 May 2014 (being the last practicable date before this notice's publication) the Company's issued share capital consisted of 8,385,088 shares, carrying one vote each. Therefore, the total number of voting rights in the Company as at 26 May 2014 is 8,385,088.

### AUDIT MATTERS

In accordance with section 527 of the Companies Act 2006, members meeting the requirements set out in that section have the right to require the Company to publish on a website a statement setting out matters relating to: (i) the audit of the Company's accounts (including the auditor's report and the conduct of the audit) which are to be laid before the next annual general meeting; or (ii) any circumstance connected with an auditor of the Company ceasing to hold office since the last annual general meeting that the members propose to raise at the AGM. The Company may not require the members requesting any such website publication to pay its expenses in complying with sections 527 or 528 of the Companies Act 2006. Where the Company is required to place a statement on a website under section 527 of the Companies Act 2006, it must send the statement to its auditor no later than the time when it makes the statement available on the website. The business which may be dealt with at the AGM includes any statement that the Company has been required to publish on a website under section 527 of the Companies Act 2006.