

www.tipp24.co.uk.

#### LOCATION

Malmaison Hotel, 18-21 Charterhouse Square, London, EC1M 6AH, United Kingdom, on 19 November 2014.

#### HOW TO GET THERE

The Malmaison Hotel 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 Farringdon station (40 to 55 minutes).

##### Stansted Airport

Take the Stansted Express to Liverpool Street Station. Then, the Circle, Hammersmith & City or Metropolitan Line to Barbican station (40 minutes).

##### City Airport

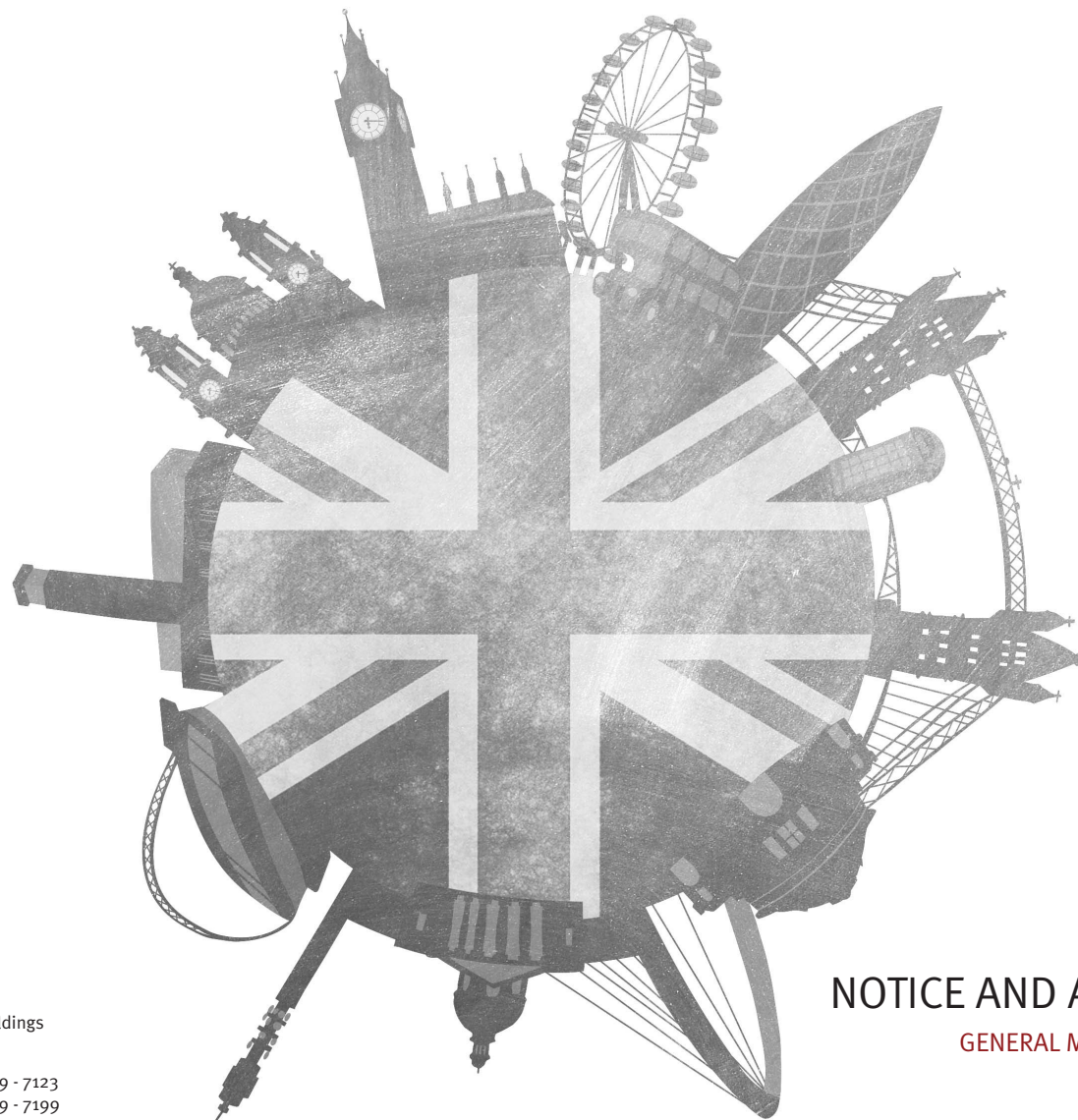
Take the DLR (Docklands Light Railway) to Bank Station. Then, the Central Line east-bound to St. Paul's station (45 minutes).

#### OTHER INFORMATION

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

Light refreshments will be available before and after the general meeting.

**Tipp24**



#### Tipp24 SE

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London WC2A 1AL

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www.tipp24.co.uk

**NOTICE AND AGENDA**

GENERAL MEETING 2014

## Tipp24 SE

Societas Europea registered in England and Wales with registered number SE000078  
– ISIN GBooBHD66J44 –

**This notice of general meeting 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 general meeting 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 GENERAL MEETING

Notice is hereby given that a general meeting of the Company will be held at the Malmaison Hotel, 18-21 Charterhouse Square, London, EC1M 6AH, United Kingdom, on 19 November 2014 at 9.00 a.m. (GMT). You will be asked to consider and pass the resolution below, which will be proposed as a special resolution.

### Special resolution

To change the name of the Company to ZEAL Network SE and accordingly to vary the Statutes of the Company by deleting Statute 4 and substituting the following:

- "4. The Company is a European Public Limited Liability Company (or Societas Europaea) registered under the name ZEAL Network SE."

By order of the Supervisory Board

### Dr Hans Cornehl

Chairman of the Executive Board

Tipp24 SE

25 Southampton Buildings  
London WC2A 1AL

17 October 2014

### EXPLANATION OF BUSINESS

The resolution is proposed as a special resolution. This means that for the resolution to be passed, 75% or more of the votes cast must be in favour of the resolution.

The resolution changes the name of the Company to Zeal Network SE. As the name of the Company is present in the statutes of the Company, the wording in the statutes needs to be changed as well.

### 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 members of the Supervisory Board and the Executive Board of the Company. 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 November 2014, or, if the general meeting is adjourned, in the appropriate Register of Members 48 hours before the time of any adjourned general meeting, shall be entitled to attend and vote at the general meeting 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 November 2014 or, if this general meeting is adjourned, in the Registers of Members less than 48 hours before the time of any adjourned general meeting, shall be disregarded in determining the rights of any person to attend or vote at the general meeting.

### 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 general meeting, 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 [meetingservices@computershare.co.uk](mailto:meetingservices@computershare.co.uk). 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 [meetingservices@computershare.co.uk](mailto:meetingservices@computershare.co.uk).

IMPORTANT: Your proxy form must be received no later than 9.00 a.m. (GMT) on 17 November 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 general meeting. 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 [meetingservices@computershare.co.uk](mailto:meetingservices@computershare.co.uk).

### TOTAL VOTING RIGHTS

As at 15 October 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 15 October 2014 is 8,385,088.

### SHAREHOLDERS' RIGHTS TO ASK QUESTIONS

Any Shareholder attending the general meeting 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 general meeting but no such answer need be given if: (i) to do so would interfere unduly with the preparation for the general meeting 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 general meeting 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 GENERAL MEETING

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