



INSTRUCTIONS ON ISSUING AUTHORIZATIONS AND DIRECTIONS TO THE PROXIES DESIGNATED BY THE COMPANY

DEAG Deutsche Entertainment Aktiengesellschaft has designated Ms. Caroline Müller and Mr. Jörg Engmann, both employees of Haubrok Corporate Events GmbH with registered offices in Munich, to serve as proxies, each with sole power of representation.

These proxies are authorized by their power of representation only to the extent that you give them your express directions regarding the specific resolutions suggested by the management on the agenda items. The proxies are obligated to vote according to your directions on the management resolutions announced in the agenda.

If you would like to authorize the above-mentioned proxies to exercise your voting rights in accordance with your directions, we ask that you proceed as follows:

1. Request an admission card with your name on it from your custodial bank for the annual shareholders meeting of DEAG Deutsche Entertainment Aktiengesellschaft.

Use the form to request an admission card that you have received from your bank with the invitation to the DEAG Deutsche Entertainment Aktiengesellschaft annual shareholders meeting, and fill out and return that form to your bank. You will then receive the admission card.

Please note that, as indicated in the terms for participating in the annual shareholders meeting, only those shareholders are entitled to participate in the annual shareholders meeting and to exercise the right to vote at the annual shareholders meeting who have proven their entitlement by means of special proof of ownership of shares issued by the custodial bank in German or English as of midnight of the twenty-first day prior to the annual shareholders meeting, that is, midnight, Thursday, June 5, 2014.

Important notice: Without proper registration for the annual shareholders meeting, issuing of an authorization and the voting directions cannot be recognized as legally binding! Please request your admission card as early as possible from your custodial bank in order to ensure that you will receive your admission card in time.

2. Authorization and Directions to the Proxies Designated by the Company

Shareholders will receive, together with their admission card, a form for issuing their authorization and directions to the proxies, who are bound by those directions. The form can also be requested personally by calling telephone number +49 (0) 89 / 210 27 222 Mondays through Fridays (except holidays) between 9 a.m. and 5 p.m. Give your power of representation to the above-mentioned proxies designated by Deutsche Entertainment Aktiengesellschaft and instruct them to exercise your voting rights according to your instructions. Use the "Authorization and Directions" form to authorize the proxies and issue your directions.

3. Send your Authorization and Directions form to the Proxies Designated by the Company

Send your "Authorization and Directions", **together with your admission card or including your admission card number(s)** directly to your proxy:

-By mail: DEAG Deutsche Entertainment Aktiengesellschaft
c/o Haubrok Corporate Events GmbH
Landshuter Allee 10
80637 Munich

-Or by fax to this fax number: +49 (0) 89 / 210 27 289

-Or by e-mail to: meldedaten@haubrok-ce.de

Whether by mail, fax, or e-mail, please remember to return these documents no later than Wednesday, June 25, 2014 (midnight).

Important Instructions:

If the proxies receive your Authorization and Directions via multiple channels (mail, fax, or e-mail), the last-issued authorization in a valid form with relevant directions will be considered the binding one. In the case of authorizations that are not in a valid form, the proxies will not represent those votes in the annual shareholders meeting.

In the event that directions are not correctly filled out or are not issued clearly, the proxies will abstain on the relevant agenda items and/or not participate in the vote, depending on the voting procedure. The proxies are bound by directions and are not allowed to exercise voting rights in the case of votes not announced prior to the annual shareholders meeting (e.g. in the case of procedural motions). Depending upon the voting procedure, the proxies will abstain in such instances and/or not participate in the voting.

The proxies designated by the company may not be authorized to give protest declarations or submit motions or questions. If you participate in the annual shareholders meeting in person, the authorization to the proxies is deemed to have been revoked. If that is not the case, the authorization issued to the proxies must be revoked in text form to the extent that a different proxy is supposed to participate in the annual shareholders meeting.

Questions about proxies? Employees at our **Annual Shareholder Meeting Hotline** are available for you Monday through Friday (except holidays) from 9 a.m. to 5 p.m. at **+49 (0) 89 / 210 27 222**.