



**DEAG Deutsche Entertainment Aktiengesellschaft**  
Berlin

WKN (German Securities ID): A0Z23G  
ISIN (International Securities ID): DE000A0Z23G6

We hereby invite our shareholders  
to the Ordinary Annual General Meeting 2015  
of DEAG Deutsche Entertainment Aktiengesellschaft ("**Company**")

to the Ludwig Erhard Haus, large lecture hall („Großer Vortragssaal“),  
Fasanenstraße 85, 10623 Berlin,  
on Thursday, June 25, 2015, 10.00am.

**Agenda**

- 1. Submission of the adopted financial statements of the Company and the consolidated financial statements, the combined management report and consolidated management report approved by the Supervisory Board for the Company and the Group, the report of the Supervisory Board and the explanatory report of the Executive Board concerning information in accordance with §§ 289 paras 4 and 5, 315 para 4 German Commercial Code (HGB) for fiscal 2014 in each case.**

The documents submitted in respect of Agenda item 1 can be inspected from the date of the invitation to the Annual General Meeting onwards on the website of the Company under [www.deag.de](http://www.deag.de) -> Investor Relations -> Annual General Meeting -> 2015. The same applies to the proposal of the Executive Board for the appropriation of the balance sheet profit. The documents will also be available during the Annual General Meeting on June 25, 2015 and will be explained orally. A resolution will not be adopted on this Agenda item in accordance with the legal provisions, since the Supervisory Board has already approved the financial statements and consolidated financial statements prepared by the Executive Board in accordance with § 172 German Stock Corporation Act (AktG) so that the financial statements are adopted.

- 2. Resolution on the appropriation of the Company's balance sheet profit**

The Executive Board and the Supervisory Board propose the following appropriation of the balance sheet profit for fiscal 2014 in the amount of EUR 4,494,545.89 as follows:

Amount carried forward	EUR 4,494,545.89
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- 3. Resolution on the formal approval of the activities of the Executive Board for fiscal 2014**

The Executive Board and the Supervisory Board propose to formally approve the activities of the members of the Executive Board officiating during fiscal 2014 for fiscal 2014.

**4. Resolution on the formal approval of the activities of the Supervisory Board for fiscal 2014**

The Executive Board and the Supervisory Board propose to formally approve the activities of the members of the Supervisory Board officiating in fiscal 2014 for fiscal 2014.

**5. Resolution on the election of the auditor and the Group auditor for the financial statements for fiscal 2015**

The Supervisory Board proposes to elect RBS RoeverBroennerSusat GmbH & Co. KG Wirtschaftsprüfungsgesellschaft Steuerberatungsgesellschaft, Hamburg, in the near future probably doing business as Roever Broenner Susat Mazars GmbH & Co. KG Wirtschaftsprüfungsgesellschaft Steuerberatungsgesellschaft, Hamburg, as external auditor and external Group auditor for fiscal 2015.

**6. Resolution on the cancellation and authorization to acquire and use treasury shares in accordance with § 71 para 1 No. 8 AktG (German Stock Corporation Act)**

The authorization issued to the Executive Board by resolution of the Annual General Meeting of July 7, 2010 for the acquisition of treasury shares in accordance with § 71 para 1 No. 8 AktG (German Stock Corporation Act) is restricted to five years and expires on July 6, 2015.

In order to provide flexibility for the Executive Board in respect of the further corporate development, a new authorization to acquire own shares in accordance with § 71 para 1 No. 8 AktG is to be granted.

The Executive Board and the Supervisory Board, therefore, propose to adopt the following resolution:

**a) Cancellation of the authorization of July 7, 2010**

The existing authorization to acquire treasury shares in accordance with § 71 para 1 No. 8 AktG is cancelled with effect from the new authorization to acquire treasury shares insofar as the existing authorization has not yet been used at the time of cancellation.

**b) Authorization**

(1) The Company is hereby authorized in accordance with § 71 para 1 No. 8 AktG to acquire treasury shares by June 24, 2020, with the approval of the Supervisory Board, in an amount of up to 10% of the share capital existing at the time of the adoption of the resolution. At no point in time more than 10% of the respective share capital may be exceeded by the acquired shares together with other treasury shares held by the Company or to be allocated to it in accordance with §§ 71d and 71e AktG. The acquisition may only be carried out through the stock exchange or by means of a public offering. The acquisition for the purpose of trading in treasury shares is not admissible. The acquisition price may not exceed or fall below the mean value of the closing price of the share in XETRA trading (or a comparable successor system) at the Frankfurt stock exchange on the five stock exchange days preceding the acquisition of the shares by more than 10% (without ancillary acquisition costs). In the event of a public acquisition offer, the day of acquisition is replaced by the day of publication of the acquisition offer. In the event of acquisition within the framework of a public purchasing offer the volume may be limited. If the entire subscription for the offer exceeds this volume, adoption must be by quotas. A preferred adoption of lower share numbers of up to 50 shares offered per share holder may be provided for. The provisions governing the Security Acquisition and Takeover Act must be taken into account insofar and to the extent that this applies.

- (2) The Executive Board is authorized to sell with the approval of the Supervisory Board treasury shares acquired by virtue of this or earlier authorizations to the exclusion of the subscription right of shareholders, including in a different way from the sale through the stock exchange or through a selling offer to all shareholders, if
- (a) the acquired treasury shares are sold at a price which is not materially below the stock exchange price of the shares of the Company with the same features, whereby the relevant stock exchange price is the mean value of the closing prices of the share in XETRA trading (and/or a comparable successor system possibly replacing the XETRA system) at the Frankfurt stock exchange on the five stock exchange days preceding the selling; or
  - (b) the acquired treasury shares are used to acquire companies, parts of companies and mergers of companies or individual assets from third parties.
  - (c) The admissible number of treasury shares to be sold to the exclusion of the right to subscription in the amount of up to 10% of the current share capital will be counted against those shares which have been issued or have to be issued to service bonds with option or conversion rights, if and to the extent that the bonds are issued by a corresponding application of § 186 para 3 sentence 4 AktG to the exclusion of the right of subscription as well as shares which are issued by availment of the authorized capital in accordance with § 4 para (4) of the By-laws of the Company to the exclusion of the right of subscription of the shareholders in accordance with § 186 para 3 sentence 4 AktG.
- (3) The Executive Board shall be further authorized to collect any shares acquired by virtue of this authorization with the approval of the Supervisory Board without any further resolution by the Annual General Meeting. They may also be collected by a simplified procedure without capital decrease by adjustment of the proportionate arithmetic amount of the other no par value shares in the share capital of the Company. The collection may be restricted to part of the acquired shares. If the collection is made by simplified procedure, the Executive Board shall be authorized to adjust the number of no par value shares in the By-laws.
- (4) These authorizations may be exercised as a whole or in partial amounts once or several times.

## **7. Resolution about amendments to the By-laws to adjust the object of the Company**

As a result of the extension of the business activities of the Company by the distribution and marketing of tickets, the object of the Company must be amended.

The Executive Board and the Supervisory Board, therefore, propose to newly draft § 2 para 1 of the By-laws of the Company as a whole as follows:

“(1) *The object of the Company shall be*

- *the planning, production, organization and execution of events of any kind whatsoever;*
- *the provision of services in connection with such events, more particularly in the fields of agency services, marketing, merchandizing and gastronomy;*
- *the distribution and marketing of tickets in Germany and abroad;*
- *the possession and operation of venues in Germany and abroad.”*

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## **Report of the Executive Board to the Annual General Meeting in accordance with § 71 para 1 No. 8, § 186 para 3 and 4 AktG on Agenda item 6**

Agenda item 6 concerns the proposal to authorize the Company to acquire by June 24, 2020 treasury shares in an amount of up to 10% of the current share capital.

In accordance with § 71 para 1 No. 8 AktG the Executive Board of a company may be authorized for a period of up to five years to acquire treasury shares of the Company provided that the acquired treasury shares do not exceed a share in the share capital of the Company in the amount of 10% of the current share capital of the Company. The German Stock Corporation Act provides, as a matter of principle, for the reselling of any acquired treasury shares by selling through the stock exchange or the issuing with a subscription right for the shareholders. However, the German Stock Corporation Act also permits the Annual General Meeting to adopt a resolution on a different form of selling on the one hand (for instance a selling of the acquired treasury shares outside the stock exchange to non-shareholders) and authorizes the Executive Board, on the other hand, to collect the acquired treasury shares without any further resolution by the Annual General Meeting.

In conformity with the statutory provisions it is proposed to authorize the Executive Board to buy back the treasury shares of the Company in an amount of up to 10% of the current share capital through the stock exchange or through a bidding procedure. In this connection the acquisition price may not exceed or remain below the mean value of the closing prices of the share in XETRA trading (and/or possibly a comparable successor system replacing the XETRA system at the Frankfurt stock exchange) on the five stock exchange days preceding the acquisition of the shares by more than 10% (without ancillary acquisition costs).

Moreover it is proposed to authorize the Executive Board to sell the treasury shares acquired by virtue of this or earlier authorizations to the exclusion of the subscription right of the shareholders in a different way than by selling through the stock exchange or a selling offer to all shareholders, if

- the acquired treasury shares are sold at a price which is not essentially below the stock exchange price of the shares of the Company with the same resources at the time of selling, whereby the relevant stock exchange price is the mean value of the closing price of the share in XETRA trading (and/or possibly a comparable successor system replacing the XETRA system at the Frankfurt stock exchange) on the five stock exchange days preceding the selling;
- the acquired treasury shares are used for the acquisition of companies, parts of companies and mergers of companies or individual assets from third parties.

The exclusion of the right of subscription is only possible in the amount of 10% of the proportionate share capital at the time of the utilization of the authorization to acquire treasury shares. Shares which were issued or have to be issued to use the authorized capital in accordance with § 4 para 4 of the By-laws of the Company to the exclusion of the right of subscription in accordance with § 186 para 3 sentence 4 AktG as well as shares to service bonds with conversion or option rights (and/or conversion obligations) have to be counted against them, if these were issued to the exclusion of the right of subscription of the shareholders in respect of bonds by corresponding application of § 186 para 3 sentence 4 AktG.

With the proposed authorization the company will be able until June 24, 2020 to use the instrument of buying back treasury shares for the benefit of the Company and its shareholders in a flexible manner. The Company may, more particularly,

- use the acquisition of treasury shares in the interest of the shareholders in order to counter a lasting underpricing of the share despite good growth perspectives of the Company; and
- use the acquisition of treasury shares in the interests of the shareholders in order to be able to act at the acquisition of a company, an investment in a company, a merger or the acquisition of other assets in a flexible, cost-effective and liquidity-saving manner.

The assets as well as the voting right interests of the shareholders are properly secured in the event of selling of treasury shares to third parties to the exclusion of the shareholders from the right of subscription on the basis of § 71 para 1 No. 8 AktG since the authorization is restricted to a total not exceeding 10% of the current share capital of the Company.

The Executive Board will inform the next Annual General Meeting about the use of the authorization in accordance with § 71 para 3 AktG.

### **Total number of shares and voting rights**

The share capital of the company in the amount of EUR 16,353,334.00 is sub-divided on the day of invitation to this Annual General Meeting into 16,353,334 no par value bearer shares. Every no par value share grants one vote. The total number of voting rights therefore amounts to 16,353,334 voting rights.

The Company does not have any voting rights based on its treasury shares. At the time of the invitation to the Annual General Meeting, the Company holds 615 treasury shares. The total number of shares entitled to participate and vote therefore amounts at the time of the invitation to the Annual General Meeting to 16,352,719 shares.

### **Terms and conditions of participation**

The entitlement to participate in the Annual General Meeting and exercise the voting rights applies in accordance with § 16 of the By-laws of the Company for shareholders who have registered by submitting proof of their share ownership, issued by a depository, in German or English in text form (§ 126b BGB – German Civil Code) to the registration body designated below:

DEAG Deutsche Entertainment Aktiengesellschaft  
c/o HCE Haubrok AG  
Landshuter Allee 10  
80637 Munich  
Germany  
Fax No.: +49-89-21027 289  
Email: meldedaten@hce.de

The registration must be submitted to the aforementioned registration body of DEAG Deutsche Entertainment Aktiengesellschaft at least six days before the date of the Annual General Meeting, whereby the day of the Annual General Meeting and the day of receipt of the registration are not included, i.e. no later than by the expiration of **June 18, 2015, midnight**.

In accordance with the statutory provisions, proof of share ownership must be furnished with reference to the 21<sup>st</sup> day prior to the Annual General Meeting (so-called record date), i.e. **June 4, 2015, midnight** and must be submitted in German or English language in text form (§ 126b BGB).

The entitlement to participate and the scope of the voting rights will be governed exclusively by the shareholding of the shareholder on the record date. The record date does not involve any blocking in respect of the disposability of the shareholding. Even in the event of a full or partial disposal of the shareholding after the record date, the participation and the scope of voting rights will be exclusively governed by the shareholding of the shareholder on the record date. This applies *mutatis mutandis* to acquisitions after the record date. Persons who do not yet hold any shares on the record date and become only shareholder after that date are only entitled to participate and vote in respect of the shares held by them insofar as they have a power of attorney of the previous shareholder or have a power of attorney in view of the exercise of the corresponding rights.

The shareholders will receive an admission ticket after the registration made with evidence of their shareholding. Unlike the registration for the Annual General Meeting, the admission tickets are merely organizational aids and no prerequisite to the participation in the Annual General Meeting or the exercise of the voting right. As a rule the institutes administering the securities accounts ensure the necessary registration and submit proof of the ownership of shares for their customers. The shareholders are, therefore, asked to contact as soon as possible their respective institute administering their securities account and order at the same time an admission ticket to the Annual General Meeting. The necessary registration as well as the proof of ownership of shares are made in these cases directly by the institute administering the securities account. Shareholders who have requested their admission ticket from their institute administering their securities account in due time, therefore do not have to take any additional steps.

### **Representation of voting rights through proxies**

Shareholders entitled to vote and participate can also have their voting right and any other rights exercised in the Annual General Meeting by a proxy, including a bank or an association of shareholders. If the shareholder empowers more than one person, the Company may reject one or more of those persons. The granting of a power of attorney by shareholders present or represented at the Annual General Meeting for present co-shareholders or present shareholder representatives or their proxies exercising voting rights of DEAG Deutsche Entertainment Aktiengesellschaft will likewise be possible.

The granting of a power of attorney and its revocation as well as the proof of a power of attorney vis a vis DEAG Deutsche Entertainment Aktiengesellschaft requires the text form (§ 126b BGB). If a power of attorney is granted to banks, associations of shareholders or persons with an equivalent status in accordance with § 135 para 8 AktG and/or § 135 para 10 in conjunction with § 125 para 5 AktG, particularities may have to be observed which need to be coordinated with the person for whom the power of attorney is to be granted. Please coordinate, therefore, the procedure with these institutions or persons if you want to issue a power of attorney to a bank, an association of shareholders or persons with an equivalent status in accordance with § 135 para 8 AktG and/or § 135 para 10 in conjunction with § 125 Abs. 5 AktG.

On the back of the admission ticket, on request also separately by application to the registration body of DEAG Deutsche Entertainment Aktiengesellschaft mentioned above under the terms and conditions of participation, the shareholders will also receive a form for the granting of a power of attorney for third parties. A proxy form for powers of attorney for third parties is also available on [www.deag.de](http://www.deag.de) -> Investor Relations -> Annual General Meeting -> 2015. There is no obligation to use the form offered by DEAG Deutsche Entertainment Aktiengesellschaft.

The power of attorney can be evidenced through the submission of the evidence of the power of attorney at the entrance checking on the day of the Annual General Meeting or through the prior transmission of evidence of a power of attorney and/or the power of attorney itself by mail, fax or email to the address, fax number and/or email address mentioned above under the terms and conditions of participation. The revocation of a power of attorney already granted can also be declared using the aforementioned transmission route directly vis a vis the Company or by personal appearance at the Annual General Meeting. Evidence of a power of attorney granted at and/or during the Annual General Meeting may be furnished by the shareholder showing the evidence at the exit checking.

The personal participation of the shareholder in the Annual General Meeting will automatically be deemed to be a revocation of a power of attorney previously granted to a third party.

### **Proxies of DEAG Deutsche Entertainment Aktiengesellschaft**

DEAG Deutsche Entertainment Aktiengesellschaft wishes to facilitate their personal exercise of rights for shareholders entitled to participate and vote and offers, therefore, to empower proxies

bound by instructions appointed by DEAG Deutsche Entertainment Aktiengesellschaft already prior to the Annual General Meeting. The shareholders who are entitled to participate and vote who want to grant a power of attorney to the proxies appointed by DEAG Deutsche Entertainment Aktiengesellschaft must have registered in due time. They then receive an admission ticket to the Annual General Meeting. In order to ensure the receipt of the admission ticket in due time, the registration should be received as soon as possible by the depositary bank. The proxies will exercise the voting rights of the shareholders in accordance with the express instructions given by them in respect of the individual agenda items.

With the admission ticket, on request also separately by application to the registration office of DEAG Deutsche Entertainment Aktiengesellschaft mentioned above under the “terms and conditions of participation”, the shareholders receive a form for the granting of a power of attorney for the proxies of the company and for instructions of the latter in respect of the different agenda items. The power of attorney and the instructions for the proxies appointed by DEAG Deutsche Entertainment Aktiengesellschaft can be issued in text form (§ 126b BGB) by mail, fax or email to the address, fax number and/or email address mentioned above under the “terms and conditions of participation”.

DEAG Deutsche Entertainment Aktiengesellschaft will keep the power of attorney for a duration of three years in a verifiable form. Insofar as the proxies appointed by DEAG Deutsche Entertainment Aktiengesellschaft are empowered, they must at all rates receive instructions for the exercise of the voting right. Without these instructions the power of attorney is invalid. The proxies are obliged to vote in accordance with the instructions.

If the proxies appointed by the Company receive your power of attorney and instructions 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 powers of attorney that are not granted in a valid form, the proxies will not represent those votes in the Annual General Meeting. In the event that instructions are not correctly filled out or are not issued clearly, the proxies bound by instructions will abstain in respect of the relevant Agenda items and/or not participate in the vote, depending on the voting procedure. The proxies are not allowed to exercise voting rights in the event of votes not announced prior to the Annual General Meeting (e.g. in the case of procedural motions). Depending on the voting procedure, the proxies bound by instructions will abstain in such instances and/or will not participate in the voting. This applies *mutatis mutandis* to votes on counter-motions. Instructions of the proxies appointed by the Company to make a declaration of objection as well as to submit a motion or question are excluded. If an individual vote takes place on an Agenda item, a corresponding instruction applies without additional individual instructions accordingly for each sub-item.

Moreover, we offer shareholders who register in due form and time and attend the Annual General Meeting or shareholder representatives to grant the proxies appointed by the Company also the power of attorney to exercise their voting right at the Annual General Meeting until the end of the general debate. The personal participation of the shareholder or a third party proxy in the Annual General Meeting will automatically be deemed to be a revocation of any previously granted power of attorney to proxies of the Company.

More details on the participation in the Annual General Meeting as well as the granting of a power of attorney and the issuing of instructions will be sent to the shareholders together with the admission ticket. A form for the granting of a power of attorney and for instructions for the proxies of the Company is also available on [www.deag.de](http://www.deag.de) -> Investor Relations -> Annual General Meeting -> 2015.

**Rights of the shareholders in accordance with §§ 122 para 2, 126 para 1, 127 and 131 para 1 AktG**

**Motions and proposals of election by shareholders in accordance with §§ 126 para 1 and 127 AktG**

Shareholders may provide DEAG Deutsche Entertainment Aktiengesellschaft with counter-motions in respect of a proposal by the Executive Board and Supervisory Board on a specific Agenda item and submit proposals for elections. Counter-motions (§ 126 AktG) and proposals for election (§ 127 AktG) by shareholders in respect of a specific Agenda item must be sent exclusively to the address mentioned below:

DEAG Deutsche Entertainment Aktiengesellschaft  
Legal Department  
Potsdamer Strasse 58  
10785 Berlin  
Germany  
Fax No.: +49-30-81075 619  
Email: [hauptversammlung@deag.de](mailto:hauptversammlung@deag.de)

Any counter-motions sent to a different address will not be taken into account. Counter-motions which are received no later than at the end of June 10, 2014 (midnight) under the above-mentioned address, will be made available without delay with reservation as to § 126 paras 2 and 3 AktG including the name of the shareholder in the statement of reasons for all shareholders on the Internet under [www.deag.de](http://www.deag.de) -> Investor Relations -> Annual General Meeting -> 2015. Any position papers by the management are likewise published under the aforementioned Internet address. A counter-motion and its statement of reasons do not have to be made available under the conditions of § 126 para 2 sentence 1 AktG; the statement of reasons of a counter-motion does not have to be made available in accordance with § 126 para 2 sentence 2 AktG if it has a total of more than 5,000 characters.

These provisions apply in accordance with § 127 AktG *mutatis mutandis* to the proposal of a shareholder for the election of members of the Supervisory Board or external auditors. These proposals do not, however, have to be substantiated.

**Motions to supplement the Agenda in accordance with § 122.2 in conjunction with § 124.1 sentence 2 AktG**

Shareholders whose shares reach together the 20<sup>th</sup> part of the share capital or the proportionate amount of EUR 500,000.00 may demand items to be placed on the Agenda and made known. The applications must be directed in writing to the Executive Board of DEAG Deutsche Entertainment Aktiengesellschaft and must reach DEAG Deutsche Entertainment Aktiengesellschaft no later than with the expiration of May 25, 2015 (midnight). Please send corresponding applications to the following address:

DEAG Deutsche Entertainment Aktiengesellschaft  
Legal Department  
Potsdamer Strasse 58  
10785 Berlin  
Germany

Any requests for supplements received later or under a different address will not be taken into account. The application must be signed by all shareholders who reach together the 20<sup>th</sup> part of the share capital or the proportionate amount of EUR 500,000.00. Every new item must be accompanied by a statement of reasons or a draft resolution. The applicants must prove in



accordance with § 122 para 1 sentence 3, para 2 sentence 1 in conjunction with § 142 para 2 sentence 2 AktG that they have been owners of the shares for at least three months before the date of the Annual General Meeting, i.e. at least since March 25, 2015 (midnight) and that they hold the shares until the decisions of the Executive Board about the application for a supplement.

### **Right to information in accordance with § 131 para 1 AktG**

At the Annual General Meeting every shareholder or representative of a shareholder may demand that the Executive Board informs about matters relating to DEAG Deutsche Entertainment Aktiengesellschaft insofar as this is necessary for a proper assessment of the subject matter of the Agenda. The duty of information also includes the legal and business relationships of DEAG Deutsche Entertainment Aktiengesellschaft with an associated company insofar as the information is necessary for an appropriate assessment of the subject matter of the Agenda. Requests for information must basically be made orally during the Annual General Meeting within the framework of the general debate. Under certain circumstances specified in more detail in § 131 para 3 AktG, the Executive Board may refuse information, e.g. if the information could cause considerable disadvantages to DEAG Deutsche Entertainment Aktiengesellschaft or an associated company in accordance with a reasonable commercial assessment.

### **More detailed explanations**

More detailed explanations of the aforementioned shareholder rights in accordance with §§ 122 para 2, 126 para 1, 127 and 131 para 1 AktG can be found on the website of the Company under [www.deag.de](http://www.deag.de) -> Investor Relations -> Annual General Meeting -> 2015.

### **Documents for the Annual General Meeting and information in accordance with § 124a AktG**

This invitation to the Annual General Meeting, the documents to be made available, motions and proposals of shareholders as well as further information under § 124a AktG will be accessible from the day of this invitation onwards on the website of DEAG Deutsche Entertainment Aktiengesellschaft under [www.deag.de](http://www.deag.de) -> Investor Relations -> Annual General Meeting -> 2015 and can be downloaded on request. All documents to be made available on statutory grounds to the Annual General Meeting will be available at the Annual General Meeting for inspection.

### **Sending of information in accordance with § 125 AktG**

In accordance with § 15 para 5 of the By-laws of the Company, the right of the shareholder to have information transmitted under § 125 AktG is limited to the form of electronic transmission. If a bank cannot transmit the information in accordance with § 125 AktG electronically to the shareholders, the Executive Board has decided to have the information also transmitted in a traditional printed paper form.

Berlin, May 2015  
DEAG Deutsche Entertainment Aktiengesellschaft  
The Executive Board