



**DEAG Deutsche Entertainment Aktiengesellschaft**

Berlin  
WKN (SIN): A0Z23G  
ISIN: DE000A0Z23G6

**Request for addendum**

**Addendum to the agenda as per Section 122 (2) AktG  
for the Ordinary Annual General Meeting  
on 23 June 2016 at 10:00 a.m.**

As announced in the Federal Gazette on 17 May 2016, DEAG Deutsche Entertainment Aktiengesellschaft (the "**Company**") has convened an Ordinary Annual General Meeting on Thursday, 23 June 2016 at 10:00 a.m. in the Meistersaal, Köthener Strasse 38, 10963 Berlin.

Monolith Duitsland B.V., Parnassusweg 21-I, 1077 DB Amsterdam, Netherlands, holds shares in the Company with a total value that exceeds the proportionate amount of EUR 500,000 of the Company's share capital within the meaning of Section 122 (2) AktG.

Pursuant to Section 122 (2) AktG, Monolith Duitsland B.V. formally requested on 23 May 2016 the addition of the following agenda item and the following proposal for resolution to the agenda for the Ordinary Annual General Meeting to be held by the Company on 23 June 2016.

Accordingly, the agenda for the Ordinary Annual General Meeting to be held by the Company on 23 June 2016 has been expanded to include the following new agenda item 8, which is hereby published as follows:

**"8. Change in Supervisory Board remuneration"**

Monolith Duitsland B.V. proposes adoption of the following resolution:

"The rules governing Supervisory Board remuneration currently include both fixed remuneration and a variable component determined on the basis of the consolidated operating profit generated by the Company before financial result and income taxes (EBIT). Following amendment to the German Corporate Governance Code in 2012, Supervisory Board remuneration is still Code-compliant even if it does not include a performance-related component. Abolishing performance-oriented remuneration for Supervisory Board members would assure their performance of their advisory and supervisory mandates without being influenced by remuneration considerations. The performance-related remuneration component described in Article 13 of the By-laws shall therefore be abolished with effect from 1 January 2017. At the same time, the fixed remuneration shall be adjusted to an amount that is commensurate with the duties of the Supervisory Board members and the state of the Company.

Monolith Duitsland B.V. ("**Monolith**") therefore proposes adoption of a resolution to include the following new provision at the end of Article 13 of the By-laws:

*"From 1 January 2017 onwards, Supervisory Board remuneration shall be determined as follows:*

*Article 13 Remuneration*

- (1) Each member of the Supervisory Board shall receive fixed remuneration of EUR 28,000 per annum, together with reimbursement of their expenses.*
- (2) The Chairman of the Supervisory Board shall receive twice the remuneration as per (1) above, and the Vice-Chairman one and a half times the amount as per (1) above.*
- (3) In addition, members of the Supervisory Board shall receive an attendance fee of EUR 1,000 for each Supervisory Board meeting.*
- (4) This remuneration shall be payable after the close of the Ordinary Annual General Meeting in the following year. The remuneration relates to a full financial year and shall be payable pro rata temporis for parts of a financial year.*
- (5) The Company shall reimburse the VAT payable on remuneration to each member of the Supervisory Board.*
- (6) In the interests of the Company, the members of the Supervisory Board shall be covered by the D&O insurance policy for board members and certain executives, provided such insurance cover exists. The insurance premiums shall be paid by the Company."*

**Rationale**

Monolith Duitsland B.V. has submitted the following rationale for its request:

"The rationale for the proposal for resolution is as follows:

In light of the Company's performance in 2015 and the challenges that lie ahead, we welcome the Supervisory Board's proposal to increase the size of the Supervisory Board by adding a member with proven financial, risk management and investor relations expertise, thus further strengthening the ability of the Supervisory Board to advise and oversee the Executive Board.

Monolith proposes amending the structure and amount of Supervisory Board remuneration to reflect the necessary increased supervision of management by the Supervisory Board. Monolith is convinced that restricting remuneration to a purely fixed component, combined with an attendance fee, will ensure that the members of the Supervisory Board perform their advisory and supervisory mandates without being influenced by remuneration considerations and solely in the interests of the sustainable development of the Company. Monolith therefore proposes paying Supervisory Board members both an attendance fee of EUR 1,000 and a fixed fee of EUR 28,000, with the Chairman receiving twice the latter amount and the Vice-Chairman one and half times the latter amount.

This remuneration is commensurate with the duties of the Supervisory Board and the state of the Company. The amount is, moreover, common for members of Supervisory Boards for companies the size of DEAG. It also ensures the Company's continued ability to persuade competent and experienced experts to accept seats on the Supervisory Board in future, so that the Supervisory Board can perform its duties – of advising and overseeing the Executive Board's management of the Company – responsibly and in the Company's best interests."

**Berlin, May 2016**

***Executive Board***

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