

## **DEAG Deutsche Entertainment Aktiengesellschaft**

with registered office in Berlin

Securities Identification Number (WKN): A0Z23G ISIN: DE000A0Z23G6

We hereby invite our shareholders to the Ordinary General Meeting 2017 of DEAG Deutsche Entertainment Aktiengesellschaft (the "**Company**")

which will be held at the venue Meistersaal, Köthener Straße 38, 10963 Berlin, Germany on Tuesday, 27 June 2016, at 10:00 am.

#### Agenda

1. Presentation of the adopted financial statements of the Company and the consolidated financial statements approved by the Supervisory Board, the combined management report and the Group management report for the Company and the Group, the report of the Supervisory Board, and the explanatory report of the Executive Board concerning disclosures in accordance with Sections 289(4) and 315 (4) German Commercial Code (HGB) for fiscal 2016 in each case

The documents submitted in respect of agenda item 1 can be inspected from the date of convocation of the General Meeting onwards on the Company's website at www.deag.de -> Investor Relations -> General Meeting -> 2017. The documents will also be available during the General Meeting on 27 June 2017 and will be explained verbally. A resolution will not be adopted on this agenda item in accordance with the statutory provisions, since the Supervisory Board has already approved the financial statements and consolidated financial statements prepared by the Executive Board in accordance with Section 172 German Stock Corporation Act (AktG) and the financial statements are hence adopted.

# 2. Resolution on the formal approval of the actions of the Executive Board for fiscal 2016

The Executive Board and the Supervisory Board propose to formally approve the actions of the acting members of the Executive Board during fiscal 2016 for fiscal 2016.

# 3. Resolution on the formal approval of the actions of the Supervisory Board for fiscal 2016

The Executive Board and the Supervisory Board propose to formally approve the actions of the acting members of the Supervisory Board during fiscal 2016 for fiscal 2016.

# 4. Resolution on the election of the external auditor for the financial statements of the Company and the Group for fiscal 2017 and the auditor for the possible audit reviews of interim reports up to the next Ordinary General Meeting

The Supervisory Board proposes to elect Roever Broenner Susat Mazars GmbH & Co. KG Wirtschaftsprüfungsgesellschaft Steuerberatungsgesellschaft, Hamburg, as external auditor to audit the financial statements of the Company and the Group for fiscal 2017 and as auditor for the possible audit review of interim reports up to the next Ordinary General Meeting.

# 5. Resolution on the downsizing of the Supervisory Board as well as the corresponding amendment to the Articles of Association concerning the Supervisory Board (Section 8 (1) of the Articles of Association)

Since not all acting members of the Supervisory Board are available for re-election (cf. the following agenda item 6), the Supervisory Board of the Company is to be reduced again to three members.

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

Article 8 (1) of the Company's Articles of Association shall be reworded as follows:

"The Company has a Supervisory Board. It shall consist of three members."

### 6. Resolution on the election of members of the Supervisory Board

The term of office of all members of the Supervisory Board ends at the end of this year's General Meeting which decides about the formal approval of the actions of the Supervisory Board for fiscal 2016, so that a new election of the Supervisory Board members is necessary. In accordance with Clause 5.4.1 of the German Corporate Governance Code the Supervisory Board has stated concrete goals for its composition. These goals were published in the Corporate Governance report which can be retrieved in its currently valid version under www.deag.de -> Investor Relations -> German Corporate Governance Code. Against this backdrop, the Supervisory Board for the period until the end of the General Meeting which adopts a resolution on the formal approval of the actions of the Supervisory Board for fiscal 2021:

- a) Mr Wolf-Dieter Gramatke, resident in Hamburg, management consultant, primarily in the fields of media and entertainment. Mr Wolf-Dieter Gramatke is a member of the following additional supervisory boards and comparable German and foreign control bodies of business undertakings (Section 125 (1) AktG):
  - Chairman of the Supervisory Board of Wild Bunch AG, Berlin
  - Chairman of the Supervisory Board of DEAG Classics AG, Berlin
- b) Mrs Martina Bruder, resident in Cologne and CEO Germany and Regional Managing Director Central Europe Wolters Kluwer Legal & Regulatory. Mrs Martina Bruder is currently not a member of other supervisory boards to be set up in accordance with statutory provisions and comparable German and foreign control bodies of business undertakings (Section 125 (1) AktG).
- c) Mr Michael Busch, resident in Berlin, management consultant primarily in the fields of industry and finance. Mr Michael Busch is a member of the following additional supervisory boards to be set up in accordance with statutory provisions and comparable German and foreign control bodies of business undertakings (Section 125 (1) AktG):
  - Member of the Advisory Board of Sterling SSVL (Monaco) S.A.M, Monaco

In accordance with Clause 5.4.1 (4) to (7) of the German Corporate Governance Code, the following is hereby pointed out: all candidates have declared that they can make available the expected time. There are no personal or business relations between the candidates and the companies of the DEAG Group, the governing bodies of the Company or a shareholder with a direct or indirect stake of more than 10% of the shares entitled to vote in the Company which an objectively judging shareholder would consider as relevant for his / her vote decision.

In accordance with Clause 5.4.2 of the German Corporate Governance Code, it is hereby declared: none of the candidates exercises a function in governing bodies or an advisory function at a

substantial competitor of the Company and none of the candidates has a personal or business relation with the company, executive board and supervisory board of a controlling shareholder or an affiliate of such company which may cause a substantial and not merely temporary conflict of interests.

In accordance with Clause 5.4.3 of the Corporate Governance Code, it is communicated on a nonbinding basis that during the constituent meeting of the Supervisory Board following this General Meeting, Mr Wolf-Dieter Gramatke will once more be a candidate for the chair of the Supervisory Board.

It is planned to have the General Meeting decide about the election of the members of the Supervisory Board by individual vote.

The General Meeting is not bound by voting proposals. If agenda item 5 concerning the downsizing of the Supervisory Board is adopted by the General Meeting, the Supervisory Board will be composed of three members in accordance with Section 96 (1) AktG in conjunction with the new Section 8 (1) of the Articles of Association of the Company.

The CVs of the aforementioned persons are attached to this invitation as <u>Annexes</u> and are accessible on the website of the company at www.deag.de -> Investor Relations -> General Meeting -> 2017.

## 7. Resolution on different amendments to the Articles of Association (Article 8 (4) and (5), Article 18 (1), Article 19 (1) of the Articles of Association)

The Articles of Association are no longer in keeping with the times and are to be modernised by adopting more flexible provisions.

a) Article 8 (4) Sentence 1 of the Articles of Association of the Company has currently the following wording:

*"If a member of the Supervisory Board is elected instead of a resigning member, his / her office shall continue to exist for the remainder of the official term of the resigning member."* 

In future, the General Meeting is to have more flexibility in these cases for defining the terms of office.

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

Article 8 (4) Sentence 1 of the Articles of Association of the Company shall be reworded as follows:

"If a member of the Supervisory Board is elected instead of a resigning member, his / her office shall continue to exist for the remainder of the term of office of the resigning member unless the General Meeting adopts a different term."

b) Article 8 (5) of the Articles of Association of the Company has currently the following wording:

"Every member of the Supervisory Board may resign from his / her office by complying with a period of notice of one month vis a vis the Company. The right to resign from office on good and sufficient grounds shall not be affected."

This provision is to be made more flexible to the extent that in the event of a resignation from the Supervisory Board with the consent of the Chairman of the Supervisory Board compliance with a period of notice of one month for the resignation may be waived. Furthermore, it is to be clarified to whom the resignation is to be declared.

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

Article 8 (5) of the Articles of Association shall be reworded as follows:

"Every member of the Supervisory Board may resign from his / her office by written declaration to the Chairman of the Supervisory Board or the Executive Board with a period of notice of at least one month, even without good and sufficient grounds. With the consent of the Chairman of the Supervisory Board, compliance with this period may be waived. The right to resign from office on good and sufficient grounds shall not be affected."

c) Article 18 (1) of the Articles of Association of the Company has currently the following wording:

"The Chairman of the Supervisory Board or another member of the Supervisory Board for the shareholders to be designated by the Supervisory Board shall chair the General Meeting. If no member of the Supervisory Board takes over the chair, the notary called in for the notarisation shall open the General Meeting and have the chairman of the meeting elected by the latter."

This provision is to be made more flexible by stipulating that if the Chairman of the Supervisory Board is prevented from attending, not only another member of the Supervisory Board but also an external third party may be designated and / or elected as chairman of the meeting. This may make sense, more particularly, if the chair of the meeting is to be transmitted to a person who has special expert knowledge in this field.

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

Article 18 (1) of the Articles of the Association shall be supplemented and reworded as follows:

"The Chairman of the Supervisory Board shall chair the General Meeting. If he is prevented from attending, the General Meeting shall be chaired by another member of the Supervisory Board or a third party who will be designated as Chairman of the Supervisory Board. If there is no such designation by the Chairman of the Supervisory Board, a member of the Supervisory Board or a third party shall be elected immediately before the General Meeting by the attending members of the Supervisory Board with a simple majority of votes as chairman of the meeting."

d) Article 19 (1) Sentence 1 of the Articles of Association has currently the following wording:

"Resolutions of the General Meeting shall be adopted with a simple majority of the votes cast unless a higher majority of votes is necessary according to mandatory statutory provisions. In this connection abstentions shall not be deemed to be a casting of votes. In the event of a tie, a motion shall be deemed to be rejected."

The implementation of Section 179 (2) Sentence 2 AktG contained in Article 19 (1) of the Articles of Association, ie the reduction of the necessary majority for certain resolutions of the General Meeting, is to be formulated in a more intelligible manner.

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

Article 19 (1) of the Articles of the Association shall be reworded as follows:

"The resolutions of the General Meeting shall require the simple majority of the votes cast unless otherwise provided for by law. In cases in which statutory provisions provide for a majority of the share capital represented at the adoption of the resolution, the simple majority of the share capital represented shall be sufficient unless a higher majority of votes is necessary according to mandatory statutory provisions. Abstentions shall not be deemed to be a casting of votes. In the event of a tie, a motion shall be deemed to be rejected." It is intended to have the General Meeting vote on the amendments to the Articles of Association by individual vote.

\* \* \*

#### Total number of shares and voting rights

On the day of convocation of this General Meeting, the share capital of the Company amounts to EUR 16,353,334.00, subdivided into 16,353,334 no par value bearer shares. Every share entitles the holder to 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 convocation of the General Meeting, the Company holds 615 treasury shares. At the time of convocation of the General Meeting, the total number of eligible shares entitled to participate and vote, therefore, amounts to 16,352,719 shares.

#### Terms and conditions of participation

In accordance with Article 16 of the Articles of Association of the Company, shareholders are entitled to participate in the General Meeting and exercise their voting rights if they have registered with proof of their share ownership issued by a depositary in German or English in text form (Section 126b BGB (German Civil Code)) with the following registrar:

DEAG Deutsche Entertainment Aktiengesellschaft c/o Linket Market Services GmbH Landshuter Allee 10 80637 Munich Fax No: (+49) (0)89 21027 289 Email: inhaberaktien@linkmarketservices.de

Registration must be submitted to the aforementioned registrar of DEAG Deutsche Entertainment Aktiengesellschaft at least six days before the date of the General Meeting, not counting the day of the General Meeting itself and the day of receipt of the registration, ie no later than by the end of 20 June 2017, 00.00 hours (CEST).

In accordance with the statutory provisions, the proof of share ownership must refer to the beginning of the 21<sup>st</sup> day before the General Meeting (so-called Record Date), ie 6 June 2017, 00.00 hours (CEST) and must be submitted in German or English in text form (Section 126b BGB).

The entitlement to participate and the scope of the voting rights shall be governed solely by the number of shares held by a shareholder on the Record Date. The Record Date does not constitute the beginning of a lock-up period preventing the sale of shares. Even if the shares are sold as a whole or in part after the Record Date, the entitlement to participate and the scope of the voting rights shall be governed solely by the number of shares held by the shareholder on the Record Date. This shall apply mutatis mutandis for any acquisition after the Record Date. Persons who do not yet own any shares on the Record Date and become shareholders only later are only entitled to participate and vote in respect of the shares held by them, if they obtain a power of attorney or an authorisation to exercise such right from the previous shareholder.

Once their registration with proof of share ownership has been made, the shareholders shall receive an admission ticket. Unlike registration for the General Meeting, an admission ticket is issued merely for organisational purposes and is not a prerequisite to attending the General Meeting or exercising the voting right. As a rule, the depositaries complete the necessary registration and transmit the proof of share ownership for their customers. Shareholders are, therefore, advised to contact their depositaries as soon as possible and to order at the same time admission tickets for the annual meeting. The necessary registration and the proof of share

ownership will then be performed directly by the depositary. Shareholders who have requested admission tickets from their depositaries in due time do not, therefore, have to initiate any other procedure.

#### Proxy representation of voting rights

Shareholders who are eligible to participate and vote can also have their voting and other rights exercised at the General Meeting through a proxy, including a bank or an association of shareholders. If a shareholder authorises more than one person, the Company may reject one or more of them. Shareholders who are present or represented at the General Meeting may also grant a power of attorney to other shareholders or representatives of shareholders attending or to proxies nominated by DEAG Deutsche Entertainment Aktiengesellschaft.

The issue of the power of attorney and its revocation as well as the proof of the same vis a vis DEAG Deutsche Entertainment Aktiengesellschaft require the text form (Section 126b BGB). If a power of attorney is issued to banks, associations of shareholders or persons of the same status in accordance with Section 135 (8) AktG or Sections 135 (10) in conjunction with Section 125 (5) AktG, special conditions may have to be complied with which must be clarified with the respective proxy. If you wish to grant a power of attorney to a bank, an association of shareholders or persons of the same status in accordance with Section 135 (8) AktG or Sections 135 (10) in conjunction with the respective proxy. If you wish to grant a power of attorney to a bank, an association of shareholders or persons of the same status in accordance with Section 135 (8) AktG or Sections 135 (10) in conjunction with Section 125 (5) AktG, please co-ordinate the necessary procedures with such institutions or persons.

A form for authorising third parties is provided on the back of the admission ticket or can be sent to shareholders separately on request by the registrar of DEAG Deutsche Entertainment Aktiengesellschaft. A proxy form for granting a power of attorney to third parties is also available on www.deag.de -> Investor Relations -> General Meeting -> 2017. Shareholders are not obliged to use the form made available by DEAG Deutsche Entertainment Aktiengesellschaft.

Proof of authorisation may be presented at the admission control on the day of the General Meeting or by prior transmission of the proof of authorisation and / or the proxy itself by mail, fax or email to the address, fax number or email address referred to under "Terms and conditions of participation". The revocation of a proxy already issued can likewise be declared in accordance with the above-mentioned procedures directly to the Company or by personal participation in the General Meeting. Proof of an authorisation issued at / or during a General Meeting may be submitted by the shareholder presenting the proof at the exit control.

The personal participation of a shareholder in the General Meeting automatically constitutes revocation of any power of attorney previously granted to a third party.

#### Proxies designated by DEAG Deutsche Entertainment Aktiengesellschaft

DEAG Deutsche Entertainment Aktiengesellschaft would like to make it easier for its shareholders entitled to participate and vote to personally exercise their rights and offers to authorise proxies bound by instructions designated by DEAG Deutsche Entertainment Aktiengesellschaft already prior to the General Meeting. The shareholders who are eligible to participate and vote who would like to issue a power of attorney to the proxies designated by DEAG Deutsche Entertainment Aktiengesellschaft must have registered in due time. They will receive an admission ticket for the General Meeting. In order to ensure receipt of the admission ticket in due time, the depositary should receive the orders as soon as possible. The proxies will exercise the voting rights of the shareholders in accordance with the express instructions given to them in respect of the individual agenda items.

With the admission ticket, on request also separately by application to the registrar of DEAG Deutsche Entertainment Aktiengesellschaft referred to above under "Terms and conditions of participation", the shareholders will receive a form to issue a power of attorney to the proxies of the Company and to issue instructions for the latter concerning the different agenda items. The power of attorney and the instructions to the proxies designated by DEAG Deutsche Entertainment

Aktiengesellschaft can be issued and given by way of text form (Section 126b BGB) by mail, fax or email to the address, fax number or email address mentioned under "Terms and conditions of participation" above.

DEAG Deutsche Entertainment Aktiengesellschaft will retain the power of attorney in verifiable form for a period of three years. If the proxies designated by DEAG Deutsche Entertainment Aktiengesellschaft are authorised, they must be given instructions on the exercise of the voting right at any rate. Without such instructions, the power of attorney is invalid. The proxies are obliged to vote in accordance with their instructions.

If the proxies designated by the Company receive the power of attorney and instructions through different forms of transmission, they will be taken into account in the following order: powers of attorney with instructions received by email, fax and finally in paper form. If powers of attorney are not properly issued, the proxies designated by the Company will not represent the votes in the General Meeting. If instructions are not correctly formulated or not clearly issued, the proxies bound by instructions will abstain and / or not participate in the vote depending on the voting procedure. The proxies may not exercise the voting right to vote on motions not known prior to the General Meeting (eg procedural motions). Depending on the voting procedure, the proxies bound by instructions will abstain in such instances or will not participate in the vote. This applies mutatis mutandis to votes on a countermotion. The proxies designated by the Company may not be instructed to make any objections or submit motions or ask questions. In the event of an individual vote on an agenda item, any instructions issued for that item as a whole will apply to each sub-item without any individual additional information.

Shareholders or representatives of shareholders who register in due form and time and attend the General Meeting may, moreover, also authorise the proxies designated by the Company to exercise their voting rights at the General Meeting until the end of the general debate.

Further details on the participation in the General Meeting as well as the issuing of powers of attorney and instructions will be made available to the shareholders together with the admission ticket. A form for granting a power of attorney and giving instructions to the designated proxies of the Company is also available on www.deag.de -> Investor Relations -> General Meeting -> 2017.

#### Shareholders' rights

# Motions and election proposals of shareholders in accordance with Sections 126 (1) and 127 AktG

Shareholders may submit countermotions to DEAG Deutsche Entertainment Aktiengesellschaft in respect of a proposal by the Executive Board and / or Supervisory Board relating to a specific agenda item, and also submit election proposals. Countermotions (Section 126 AktG) and election proposals (Section 127 AktG) by shareholders in respect of a specific agenda item must be sent to the following address:

DEAG Deutsche Entertainment Aktiengesellschaft FAO Mr Daniel Rothammer Potsdamer Straße 58 10785 Berlin Fax No: (+49) (0)30 81075 619 Email: hauptversammlung@deag.de

Countermotions sent to a different address will not be considered. Countermotions submitted no later than by the end of 12 June 2017, 24.00 hours (CEST) to the aforementioned address are made immediately available subject to Section 126 (2) and (3) AktG including the name of the shareholder and the statement of reasons to all shareholders on the internet on www.deag.de -> Investor Relations -> General Meeting -> 2017. Any comments by the Company's management will likewise be published under the above-mentioned internet address. A countermotion and its

statement of reasons do not have to be made available under the conditions of Section 126 (2) Sentence 1 AktG; the statement of reasons of a countermotion in accordance with Section 126 (2) Sentence 2 AktG does not have to be made available if it exceeds a total of 5,000 characters.

These provisions apply, in accordance with § 127 AktG, to the proposal of a shareholder for the election of Supervisory Board members or external auditors accordingly. These proposals do not, however, require any statement of reasons.

# Motions to supplement the agenda pursuant to Section 122 (2) in conjunction with Section 124 (1) Sentence 2 AktG

Shareholders whose shares amount to one-twentieth of the share capital or reach the proportionate amount of EUR 500,000.00 may demand that items be added to the agenda and published. The request must be submitted in writing to the Executive Board of DEAG Deutsche Entertainment Aktiengesellschaft and must reach DEAG Deutsche Entertainment Aktiengesellschaft no later than by the end of 27 May 2017, 24.00 hours (CEST). A corresponding request must be sent to the following address:

DEAG Deutsche Entertainment Aktiengesellschaft FAO Mr Daniel Rothammer Potsdamer Straße 58 10785 Berlin

Requests to supplement the agenda will not be considered if they arrive later or are sent to a different address. Requests must be signed by all shareholders who together account for one-twentieth of the share capital or reach the proportionate amount of EUR 500,000.00. Each new agenda item must be accompanied by a statement of reasons or a draft motion. The applicants must prove that they are shareholders of a sufficient number of shares for the duration of the statutory minimum ownership time of 90 days before the day of receipt of the request and hold such shares until the decision about the request (Sections 122 (2), 122 (1) Sentence 3 AktG as well as Section 70 AktG).

#### Right to information in accordance with Section 131 (1) AktG

At the General Meeting every shareholder or representative of shareholders may request that the Executive Board provides information about matters relating to DEAG Deutsche Entertainment Aktiengesellschaft if this is needed to enable a proper assessment of the subject matter on the agenda. The duty to provide information also includes the legal and business relations of DEAG Deutsche Entertainment Aktiengesellschaft with an affiliated company insofar as the information is necessary to enable a proper assessment of the subject matter on the agenda. All requests for information at the General Meeting must be submitted orally during the discussion. Under certain circumstances specified in more detail in Section 131 (3) AktG, the Executive Board may refuse to provide information, eg if providing such information would cause DEAG Deutsche Entertainment Aktiengesellschaft or an affiliated company considerable damage based on a reasonable commercial assessment.

#### Further explanations

Further explanations relating to the aforementioned rights of shareholders in accordance with Sections 122 (2) 126 (1). 127 and 131 (1) AktG, can be found on the Company's website at www.deag.de -> Investor Relations -> General Meeting -> 2017.

#### Documents for the General Meeting and information in accordance with Section 124a AktG

This convocation of the General Meeting, the documents to be made available, motions and proposals by shareholders as well as further information in accordance with Section 124a AktG will be available from the day of this convocation onwards on the website of DEAG Deutsche Entertainment Aktiengesellschaft at www.deag.de -> Investor Relations -> General Meeting -> 2017 and may be downloaded on request. All documents to be made available by law to the General Meeting will be available for inspection at the General Meeting.

## Transmission of information according to Section 125 AktG

In accordance with Article 15 (5) of the Articles of Association of the Company the right of shareholders to have the information in accordance with Section 125 AktG transmitted is limited to electronic transmission. If a bank is not able to transmit the information in accordance with Section 125 AktG electronically to the shareholders, the Executive Board has decided to have such information also communicated in conventional printed paper form.

Berlin, May 2017

DEAG Deutsche Entertainment Aktiengesellschaft

The Executive Board

#### <u>Annexes:</u>

- CV Wolf-Dieter Gramatke
- CV Martina Bruder
- CV Michael Busch

#### Wolf-Dieter Gramatke

Independent Management Consultant

Born on 26 December 1946

Wolf-Dieter Gramatke can look back on a manager career of many years. After acting as a senior manager and managing director in renowned German and international groups (eg BMW, KREIDLER, COLUMBIA PICTURES), Mr Gramatke was appointed President and CEO of POLYGRAM Germany in 1989. He was in charge of the activities of the music group and the associated label for 11 years. As CHAIRMAN and CEO of the UNIVERSAL Holding, with responsibility for Germany, Austria and Switzerland, Wolf Gramatke left the company to work as an independent management consultant. Since 2001 he has been an independent consultant for his company GREAT-MINDS CONSULTANTS GmbH in Hamburg and is now an independent management consultant in the fields of media and entertainment. In addition, he is a member of the supervisory board of some renowned German media companies.

#### Directorships

#### **Current**

Deutsche Entertainment Aktiengesellschaft, Berlin (since 06/2003) Chairman of the Supervisory Board

Wild Bunch AG, Berlin (previously Senator Entertainment AG, Berlin) Chairman of the Supervisory Board

DEAG Classics AG, Berlin (since 05/2005) Chairman of the Supervisory Board

#### <u>Past</u>

Chamber of Industry and Commerce Hamburg Member of the Media Industry Committee

Great-Minds Consultants GmbH, Hamburg President and CEO (until 12/2016)

#### Pixelpark AG, Berlin Chairman of the Supervisory Board

Jetix Europe N.V., Hilversum Member of the Supervisory Board

VIVA AG, Cologne

Member of the Supervisory Board (until 2005)

#### FAME AG, Munich

Chairman of the Supervisory Board (until 2003)

#### PopNet AG, Hamburg

Deputy Chairman of the Supervisory Board (until 2002)

#### EuroArts AG, Stuttgart/Berlin

Deputy Chairman of the Supervisory Board (until 2004)

Steristics AG, Münster Chairman of the Supervisory Board (until 6/2006)

#### Apollo Medienfonds, Munich

Advisory Board (until 2006)

#### **Martina Bruder**

CEO Germany and Regional Managing Director Central Europe Wolters Kluwer Legal & Regulatory

Born on 10 January 1963

Entrepreneurial leader – CEO / Member of Supervisory Boards. Expert for transformation management in competitive and disruptive environments. Digital transformation.

Comprehensive track record: setup, dynamic growth, consolidation, restructuring, turnaround, substantial sustainable value added.

Old economy, New economy, Start-Up, Scale-Up, Mid-sized business and Corporate.

#### Directorships

11/2014 – 03/2017	Member of the Supervisory Board mytic myticket AG
08/2013	Member of the Supervisory Board DEAG Deutsche Entertainment AG
01/2012 - 03/2015	Member of the Supervisory Board InteractiveMedia CCSP GmbH
07/2008 - 02/2014	Member of the Corporate Board Scout24 Group

#### **Professional Activities**

08/2016	CEO Germany and Regional Managing Director Central Europe Legal & Regulatory, Wolters Kluwer Germany Holding GmbH, Cologne
09/2014 – 06/2015	CEO - Meetic DACH, Managing Director FriendScout24 GmbH and neu.de GmbH, Munich
04/2008 - 08/2015	CEO - FriendScout24 GmbH, Munich
10/2006 - 03/2008	Managing Director - Glowria Deutschland GmbH, Munich
01/2005 - 09/2006	Deputy Managing Director - Yahoo! Deutschland GmbH, Munich
05/2004 - 12/2004	Commercial Director - Yahoo! Deutschland GmbH, Munich
09/2003 - 04/2004	Managing Director, New Business Development - Media Audits GmbH Deutschland, Hamburg
07/2000 - 08/2003	Managing Director- VIVA Fernsehen GmbH, Cologne
07/1999 - 06/2000	Sales Director - VIVA Fernsehen GmbH, Cologne
01/1999 – 06/1999	International Sales Director Europe, CNBC International, Munich
04/1998 – 12/1998	Advertising Director GSA & Eastern Europe, CNBC International, Munich
03/1996 – 03/1998	International Sales Manager, NBC and CNBC Europe, Munich
12/1994 – 02/1996	Sales Executive GSA - NBC Europe, Frankfurt
01/1991 – 10/1994	Deutscher Fachverlag Publishing House - dfv, Frankfurt/Main

#### Michael Busch

Dipl. – Kaufmann (MBA) born on 31 December 1942

#### Educational Background:

1953 – 1962	Jesuiten Gymnasium Canisius - Kolleg Berlin School leaving examination in 1962
1962 – 1968	Free University of Berlin Studies of Business Administration Graduation as Diplom-Kaufmann (MBA)
1964	Guest Student North-Western University Chicago

## Professional Background:

1969	CLAR Werbeagentur Heidelberg Contacter
1969 – 1974	<b>LINGNER WERKE Düsseldorf</b> Consumer Goods (ODOL, Dr.BEST, PITRALON, FISSAN) 1969 Product Manager 1971 Marketing Manager
1974 – 1977	<ul> <li>BRAUN AG Kronberg (Gillette)</li> <li>1974 Marketing Director</li> <li>1975 Business Director (New products worldwide)</li> </ul>
1977 – 1981	<ul> <li>STANDARD ELEKTRIK LORENZ AG Stuttgart (ITT)</li> <li>1977 Division Manager, Executive Management Radio (car phones, Eurosignal, radio devices and systems)</li> <li>1979 Division Head for <ul> <li>Radio and radio systems, Stuttgart and Berlin</li> <li>Power electronics, Nürnberg</li> <li>Special machines (Geissler GmbH), Munich</li> <li>Telecontrol technology, Stuttgart</li> </ul> </li> </ul>
1981 – 1989	Independent Management Consultant Focus: Organisation of innovation processes Price strategies Sales and service strategies
1989 – 2001	<b>Dyckerhoff AG</b> 1989 - 2001 Chairman of the Executive Management, Dyckerhoff Ausbauprodukte GmbH 1991 Generally Authorised Agent of Dyckerhoff AG 1997 - 2001 Member of the Board of Directors of Dyckerhoff AG
2002 – today	Management Consultant
	During this period member of the Supervisory Board of different listed companies:
	Sto AG Kampa AG Rinol AG KHD Humboldt Wedag International AG WashTec AG (Chairman of the Supervisory Board) Schimmel Klaviere (not listed – Chairman of the Advisory Board) Sterling Strategic Value Limited (Member of the Supervisory Board)

## Current directorships:

Member of the Supervisory Board of DEAG Deutsche Entertainment Aktiengesellschaft (since 07/2016)

Member of the Advisory Board of SSVL (Monaco) S.A.M., Monaco