



## **DEAG Deutsche Entertainment Aktiengesellschaft**

with registered office in Berlin

Securities Identification Number (WKN): A0Z23G

ISIN: DE000A0Z23G6

We hereby invite our shareholders to the  
Ordinary Annual General Meeting 2018  
of DEAG Deutsche Entertainment Aktiengesellschaft (the “**Company**”)

which will be held at the venue Meistersaal, Köthener Straße 38, 10963 Berlin,  
on Wednesday 27 June 2018, at 10 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 289a Para 1, 315a Para 1 German Commercial Code (HGB) for fiscal 2017 in each case**

The documents submitted in respect of Agenda Item 1 can be inspected from the date of convocation of the Annual General Meeting onwards on the Company’s website at [www.deag.de](http://www.deag.de) -> Investor Relations -> Annual General Meeting -> 2018. The documents will also be available during the Annual General Meeting on 27 June 2018 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 2017**

The Executive Board and the Supervisory Board propose to formally approve the actions of the acting members of the Executive Board during fiscal 2017 for fiscal 2017.

- 3. Resolution on the formal approval of the actions of the Supervisory Board for fiscal 2017**

The Executive Board and the Supervisory Board propose to formally approve the actions of the acting members of the Supervisory Board during fiscal 2017 for fiscal 2017.

- 4. Resolution on the election of the external auditor for the financial statements of the Company and the Group for fiscal 2018 and the auditor for the possible audit reviews of interim reports up to the next Ordinary Annual General Meeting**

The Supervisor Board proposes to elect Mazars GmbH & Co. KG Wirtschaftsprüfungsgesellschaft Steuerberatungsgesellschaft, Hamburg, as external auditor to audit the financial statements of the

Company and the Group for fiscal 2018 and as auditor for the possible audit review of interim reports up to the next Ordinary Annual General Meeting.

**5. Resolution on the cancellation of the Authorised Capital 2014 and empowerment for the creation of a new Authorised Capital (Authorised Capital 2018/I) with the possibility to exclude the subscription right of the shareholders and a corresponding amendment to the Articles of Association**

The Executive Board was granted by resolution of the Annual General Meeting of 26 June 2014 an empowerment for an Authorised Capital in the amount of EUR 8,176,667.00. After partial utilisation, this Authorised Capital currently still amounts to EUR 6,132,578.00. This empowerment expires on 25 June 2019 and hence possibly before the next Ordinary Annual General Meeting of the Company. In order to provide the Executive Board with the largest possible flexibility in view of the further development of the Company, this Authorised Capital is to be abrogated already at this Annual General Meeting and a new Authorised Capital is to be created within the limit of 25 % for the term of five years which can be used both against contributions in cash and contributions in kind.

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

- (1) The current Authorised Capital 2014 in accordance with § 4 Para 4 of the Articles of Association is cancelled with effect from the registration of the Authorised Capital 2018/I to the extent that it has not yet been utilised at the time of this cancellation.
- (2) The Executive Board is empowered to increase, with the approval of the Supervisory Board, the share capital up to 26 June 2023 once or several times by up to a total of EUR 4,599,355.00 by issuing new no par value shares against contributions in cash and / or in kind. The shareholders are to be granted, as a matter of principle, a subscription right. The subscription right may also be granted indirectly to the shareholders in accordance with § 186 Para 5 AktG (German Stock Corporation Act). The Executive Board is, furthermore, empowered to exclude, with the approval of the Supervisory Board, the subscription right of the shareholders in the following cases:
  - a) for the settlement of fractions;
  - b) in order to issue shares as employee shares for the employees of the Company;
  - c) to obtain contributions in kind, more particularly in the form of companies and parts of companies or other assets;
  - d) in the case of capital increases against cash contributions, if the issue amount of the new shares does not remain essentially below the stock exchange price of the already listed shares at the time of the determination of the issue amount and the shares issued to the exclusion of the subscription right in accordance with §§ 203 Para 1 and 2, 186 Para 3 Sentence 4 AktG do not exceed altogether 10% of the share capital at the time the empowerment becomes effective or – if this value is lower – at the time of utilisation of the empowerment. As far as the maximum limit is concerned, shares have to be taken into account which during the term of this empowerment until the time of its utilisation have been or have to be issued to service option bonds or convertible bonds, if the bonds were issued by corresponding application of § 186 Para 3 Sentence 4 AktG to the exclusion of the subscription right as well as treasury shares which were acquired by virtue of an empowerment in accordance with § 71 Para 1 No. 8 AktG and were sold to the exclusion of the subscription right of the shareholders in accordance with § 186 Para 3 Sentence 4 AktG;
  - e) as far as necessary in order to grant holders of convertible and/or option bonds, issued by the Company, a subscription right for new shares to the extent they would be entitled to after the

exercise of their conversion and/or option right and/or after the fulfilment of conversion obligations.

The Executive Board is empowered to define, with the approval of the Supervisory Board, the details of the capital increase and its execution, more particularly concerning the content of the share rights and the terms and conditions for the share issue. This also includes the determination of the right to dividend of the new shares which can be defined, by deviation from § 60 Para 2 AktG, and – as far as legally admissible – also for an already lapsed fiscal year. The Supervisory Board is empowered to amend the wording of the Articles of Association in accordance with the utilisation of the Authorised Capital.

(3) § 4 Para 4 of the Articles of Association is reworded as follows:

“The Executive Board shall be empowered to increase, with the approval of the Supervisory Board, the share capital up to 26 June 2023 once or several times by up to a total of EUR 4,599,355.00 by issuing new no par value shares against contributions in cash and / or in kind. The shareholders shall be granted, as a matter of principle, a subscription right. The subscription right may also be granted indirectly to the shareholders in accordance with § 186 Para 5 AktG (German Stock Corporation Act). The Executive Board shall, furthermore, be empowered to exclude, with the approval of the Supervisory Board, the subscription right of the shareholders in the following cases:

- a) for the settlement of fractions;
- b) to issue shares as employee shares for the employees of the Company;
- c) to obtain contributions in kind, more particularly in the form of companies and parts of companies or other assets;
- d) in the case of capital increases against cash contributions, if the issue amount of the new shares does not remain essentially below the stock exchange price of the already listed shares at the time of the determination of the issue amount and the shares issued to the exclusion of the subscription right in accordance with §§ 203 Para 1 and 2, 186 Para 3 Sentence 4 AktG do not exceed altogether 10% of the share capital at the time the empowerment becomes effective or – if this value is lower – at the time of utilisation of the empowerment. As far as the maximum limit is concerned, shares have to be taken into account which during the term of this empowerment until the time of its utilisation have been or have to be issued to service option bonds or convertible bonds, if the bonds were issued by corresponding application of § 186 Para 3 Sentence 4 AktG to the exclusion of the subscription right as well as treasury shares which were acquired by virtue of an empowerment in accordance with § 71 Para 1 No. 8 AktG and were sold to the exclusion of the subscription right of the shareholders in accordance with § 186 Para 3 Sentence 4 AktG
- e) as far as necessary in order to grant holders of convertible and/or option bonds, issued by the Company, a subscription right for new shares to the extent they would be entitled to after the exercise of their conversion and/or option right and/or after the fulfilment of conversion obligations.

The Executive Board shall be empowered to define, with the approval of the Supervisory Board, the details of the capital increase and its execution, more particularly concerning the content of the share rights and the terms and conditions for the share issue. This shall also include the determination of the right to dividend of the new shares which can be defined, by deviation from § 60 Para 2 AktG, and – as far as legally admissible – also for an already lapsed fiscal year. The

Supervisory Board shall be empowered to amend the wording of the Articles of Association in accordance with the utilisation of the Authorised Capital.”

- (4) The Executive Board is instructed to apply for the entry of this resolution in the commercial register in such a way that it is ensured that the cancellation of the existing Authorised Capital 2014 does not become effective without the Authorised Capital 2018/I replacing it.

**Report of the Executive Board to the Annual General Meeting in accordance with §§ 203 Para 2 Sentence 2, 186 Para 4 Sentence 2 AktG on Agenda Item 5**

The creation of a new Authorised Capital proposed in Agenda Item 5 is to allow the Executive Board to respond, with the consent of the Supervisory Board, at short notice to any financial needs occurring in view of the maintenance or enlargement of the equity basis. It is in the interests of the Company that it has the largest possible flexibility for the financing of the Company. The empowerment applied for replaces the existing empowerment with a largely comparable structuring.

The empowerment requested under Agenda Item 5 is to create an Authorised Capital in the amount of EUR4,599,355.00 for the utilisation of which the shareholders are, as a matter of principle, entitled to a subscription right. The proposed empowerment provides, however, also for the possibility of exclusion of the statutory subscription right of the shareholders.

The exclusion of the subscription right for the settlement of fractions (lit. a)) is necessary for technical reasons because otherwise a clean shareholding cannot be created. This facilitates the handling of the subscription right of the shareholders.

As far as the subscription right can be excluded for the issuing of employee shares (lit. b)), this is carried out within the framework of the objectives in accordance with § 71 Para 1 No. 2 AktG and § 192 Para 2 No. 3 AktG, in particular those relating to the tying of employees to their company and the motivation of employees. The issuing amount is determined taking into account the stock exchange price at the time of issuing and the interests of the Company and the shareholders.

The resolution proposal to exclude the subscription right for the acquisition of shareholdings and other companies or parts of companies and other assets against the transfer of shares (lit. c)) is to provide the Company, more particularly, with the possibility to have, in the interests of the shareholders without using the stock exchange, treasury shares of the Company available at short notice for the acquisition of companies or shareholdings in companies.

At the exclusion of the subscription right the asset-related interests and the voting right interests of the shareholders are adequately preserved on the basis of § 186 Para 3 Sentence 4 AktG if the capital increase against contributions in cash does not exceed 10% of the share capital and the issue price does not remain essentially below the stock exchange price of the shares ((lit. d)), since there is a linking to the stock exchange price and the empowerment is restricted to a maximum of 10% of the share capital of the Company. The following has to be counted towards this: shares which were acquired during the term of this empowerment up to the time of its utilisation by virtue of an empowerment of the Annual General Meeting to acquire treasury shares in accordance with § 71 Para 1 No. 8 AktG and were sold against cash to the exclusion of the subscription right in accordance with § 186 Para 3 Sentence 4 AktG as well as the shares which were issued or have to be issued to service bonds with convertible or option rights (and/or conversion obligations), if the latter were issued to the exclusion of the subscription right of the shareholders in respect of bonds by a corresponding application of § 186 Para 3 Sentence 4 AktG. However, the subscription right is only to be excluded insofar as the shares cannot be granted through a contingent capital to the holders of bonds with conversion or option rights (and/or conversion obligations).

Finally, the Executive Board is to be empowered to exclude the subscription right, with the approval of the Supervisory Board, to the extent that this is necessary to grant holders of convertible and/or option bonds still to be issued within the framework of a hedging against dilution a subscription right to the extent as they would be entitled to after exercising the conversion and/or option right as shareholders (lit.e)). In this way it can be avoided that in the event of a capital increase carried out during the term of the convertible and/or option bonds in respect of which the shareholders are granted a subscription right, the conversion and/or option price has to be reduced according to the provisions which are usually provided for in the bond terms and conditions for hedging against dilution.

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

On the day of convocation of this Annual General Meeting, the share capital of the Company amounts to EUR 18,397,423.00, subdivided into 18,397,423 no par value bearer shares. Every no par value share entitles the holder to one vote. The total number of voting rights, therefore, amounts to 18,397,423 voting rights.

The Company does not have any voting rights based on its treasury shares. At the time of convocation of the Annual General Meeting, the Company holds 615 treasury shares. The total number of eligible shares to participate and vote, therefore, amounts at the time of convocation to 18,396,808 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 Annual 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 Link Market Services GmbH  
Landshuter Allee 10  
80637 Munich  
Fax No.: +49-89-21027 289  
Email: [inhaberaktien@linkmarketservices.de](mailto:inhaberaktien@linkmarketservices.de)

The registration must be submitted to the aforementioned registrar of DEAG Deutsche Entertainment Aktiengesellschaft at least six days before the date of the Annual General Meeting, not counting the day of the Annual General Meeting itself and the day of receipt of the registration, ie no later than by the end of 20 June 2018, 00.00 hrs (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 Annual General Meeting (so-called record date), ie 6 June 2018, 00.00 hrs (CEST) and must be submitted in German and 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 Annual General Meeting, an admission ticket is issued merely for organisational purposes and is not a prerequisite to attending the Annual 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 Annual 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 Annual 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 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](http://www.deag.de) -> Investor Relations -> Annual General Meeting -> 2018. 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 Annual 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 Annual General Meeting. Proof of an authorisation issued at/or during the Annual General Meeting may be submitted by the shareholder presenting the proof at the exit control.

The personal participation of a shareholder in the Annual 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 Annual

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 Annual 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 Annual 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 Annual 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 Annual General Meeting may, moreover, also authorise the proxies designated by the Company to exercise their voting rights at the Annual General Meeting until the end of the general debate.

Further details on the participation in the Annual 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](http://www.deag.de) -> Investor Relations -> Annual General Meeting -> 2018.

## **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: +49-30-81075-619  
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 2018, 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](http://www.deag.de) -> Investor Relations -> Annual General Meeting -> 2018. 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.

**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 2018, 24.00 hours (CEST). A corresponding request must be sent to the following address:

DEAG Deutsche Entertainment Aktiengesellschaft  
Executive Board  
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 holders 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 Annual 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 Annual 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](http://www.deag.de) -> Investor Relations -> Annual General Meeting -> 2018.

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

This convocation of the Annual 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](http://www.deag.de) -> Investor Relations -> Annual General Meeting -> 2018 and may be downloaded on request. All documents to be made available by law to the Annual General Meeting will be available for inspection at the Annual 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.

## **Data privacy information**

With the following information we inform you about the collection and processing of your personal data by DEAG Deutsche Entertainment Aktiengesellschaft ("Company"), and the rights to which you are entitled in accordance with data privacy law, and, more particularly, the General Data Protection Regulation (GDPR).

### *Controller for the processing of your personal data:*

DEAG Deutsche Entertainment Aktiengesellschaft  
Potsdamer Straße 58  
10785 Berlin

### *Purpose and legal basis for the processing of your personal data and origin of these data:*

The protection of your personal data is important for us. The processing of your personal data is carried out exclusively within the framework of the relevant legal provisions and, more particularly, the EU General Data Protection Regulation (GDPR), the Federal German Data Protection Act (BDSG), the German Stock Corporation Act (AktG) as well as all other relevant legal provisions. Shares of the Company are bearer shares. Insofar as your personal data have not been transmitted to us by your depositary bank, we collect those at your registration for the Annual General Meeting or for the vote by correspondence as well as at the ordering of the admission tickets and/or the issuing of powers of attorney. The personal data include your name, address, email address, number of shares, class of shares, type of possession of the shares and number of the admission ticket as well as, possibly, the name and address of an empowered shareholder representative.

We use your personal data for the purposes stipulated in the Stock Corporation Act. These purposes are, more particularly, communication with you as a shareholder and the execution of the Annual General Meeting. The legal basis for the processing of your personal data is the Stock Corporation Act in

conjunction with Article 6 Para 1c) GDPR. Moreover, we process your personal data possibly also to meet other statutory obligations, such as provisions under supervisory law, obligations to preserve information under stock corporation, commercial and fiscal law. In order to be in conformity with provisions under stock corporation law, we must, for instance, determine in a verifiable manner at the empowerment of the proxies designated by the Company for the Annual General Meeting the data which serve as evidence for the empowerment and keep them for a period of three years with protection against access (Section 134 Para 3 Sentence 5 AktG). The legal basis for the processing is in this case the corresponding legal provisions in conjunction with Article 6 Para 1c) GDPR. Moreover, we use your data only to the extent that you have given us your consent (eg to use electronic communication means) or if the processing serves the safeguarding of justified interests of the Company (more particularly the preparation of statistics, eg for the representation of the shareholder development, the number of transactions and an overview of the largest shareholders). The legal basis for the processing of your personal data is in these cases Article 6 Para 1a) and f) GDPR. If we intend to process your personal data for a purpose not specified herein before, we will inform you in advance within the framework of the statutory provisions.

*Categories of recipients of your personal data:*

- *External Service Providers:* For the conduct of the Annual General Meetings we partly use external service providers (eg AGM service providers). Our external service providers process your personal data exclusively on our behalf and according to our instructions and are contractually bound by the applicable data privacy law in conformity with Article 28 Para 3 GDPR.
- *Other Recipients:* Moreover, we can transmit your personal data to other recipients such as public authorities to fulfil statutory duties of information (eg when statutory voting right thresholds are exceeded).

*Storage periods:*

We erase your personal data as soon as they are no longer necessary for the aforementioned purposes. In this connection, it can happen that personal data are stored for the period during which claims can be asserted against our Company (statutory period of limitation of three to 30 years). Moreover, we store your personal data to the extent that we are legally obliged to do so. Corresponding demonstration and retention obligations result, amongst other things, from the Stock Corporation Act, the Commercial Code, the Tax Code and the Money Laundering Act. The storing periods amount to up to 10 years according to these provisions.

*Your rights as data subject:*

You have the right to demand information about the data stored on your person. Moreover, you may demand under certain circumstances a rectification or erasure of your data as well as a restriction of processing. Furthermore, you have the right under certain circumstances to oppose the processing of your data or to demand that specific personal data be transmitted to you or a third party. Any consent granted in respect of the processing of your personal data can be revoked at any time by you. For the exercise of these rights, please contact the aforementioned address.

*Data protection officer and right to lodge a complaint:*

You can reach our data protection officer under the following address:

DEAG Deutsche Entertainment Aktiengesellschaft  
Mr Hendrik Schisler  
Potsdamer Str. 58  
10785 Berlin  
Germany

You have the right to complain vis a vis a supervisory authority about the processing of your data by the Company. The Data Supervisory Authority in charge at the registered office of the Company is:

Berlin Commissioner for Data Privacy and Freedom of Information  
Friedrichstraße 219  
10969 Berlin  
Germany  
Email: [mailbox@datenschutz-berlin.de](mailto:mailbox@datenschutz-berlin.de)

Berlin, May 2018

DEAG Deutsche Entertainment Aktiengesellschaft

The Executive Board