



**AUTHORIZATION AND DIRECTIONS TO THE PROXIES DESIGNATED BY DEAG  
DEUTSCHE ENTERTAINMENT AKTIENGESELLSCHAFT FOR THE  
ANNUAL SHAREHOLDERS MEETING ON JUNE 26, 2014**

We ask that you send this Authorization and Directions form, filled out and **together with your admission card or including the number of your admission card that you received after proper and timely registration for the annual shareholders meeting**, directly to the proxies designated by the company (by mail or e-mail) or fax:

**DEAG Deutsche Entertainment Aktiengesellschaft  
Haubrok Corporate Events GmbH Landshuter Allee 10  
80637 Munich  
Germany**

**alternatively, by fax to: +49 (0) 89 21027-298 c/o**

**alternatively, by e-mail: [meldedaten@haubrok-ce.de](mailto:meldedaten@haubrok-ce.de)**

**Authorization and Directions** *(please fill out)*

I/We \_\_\_\_\_ authorize the proxies designated by  
*Name(s)*

DEAG Deutsche Entertainment Aktiengesellschaft, Ms. Caroline Müller and Mr. Jörg Engmann, employees of Haubrok Corporate Events GmbH, Munich, released from the prohibition of multiple representation pursuant to Section 181 2. Alternative BGB [*Bürgerliches Gesetzbuch*/German Civil Code] and the right to issue sub-proxies, to represent me/us by disclosing my/our name in the list of attendees of the annual shareholders meeting of DEAG Deutsche Entertainment Aktiengesellschaft on Thursday, June 26, 2014, and to exercise or have exercised the voting rights of \_\_\_\_\_ shares pursuant to  
*Number of Shares*

Admission card number \_\_\_\_\_  
*Admission card number*

for me/us in the following manner.

- I/We vote in favor of management's suggestions on **all** points on the agenda.
- I/We issue **separate directions** as follows:

**Separate directions**

*(Issue directions with regard to all agenda items on the management suggestion in each instance. Only one direction may be given for each agenda item.)*

Agenda Item	YES	NO	ABSTAIN
2. Resolution on the appropriation of the company's 2013 balance sheet profit	10	10	10
3. Resolution on the formal approval of the activities of the Executive Board for fiscal 2013	10	10	10
4. Resolution on the formal approval of the activities of the Supervisory Board for fiscal 2013	10	10	10
5. Resolution on the election of a member of the Supervisory Board	10	10	10
6. Resolution on the election of the auditor and the Group auditor for the financial statements for fiscal 2014	10	10	10
7. Resolution on the cancelation and re-authorization to issue convertible bonds and/or bonds with warrants and on the creation of contingent capital with the possibility of excluding shareholder subscription rights and corresponding amendment of the bylaws	10	10	10
8. Resolution on the cancelation of the 2009 authorized capital and authorization to create new authorized capital (2014/1 authorized capital) with the possibility of excluding shareholder subscription rights and corresponding amendment of the bylaws	10	10	10
9. Resolution approving the entering into agreements to amend existing control and profit transfer agreements with subsidiaries	10	10	10

We/I hereby confirm that I/we have read the Instructions on Issuing Authorizations and Directions to the Proxies Designated by the Company and acknowledge the terms regarding voting rights contained therein.

Place

Date

Signature(s) or other execution of the declaration pursuant to Section 126b BGB

Please provide your telephone number in case we need to contact you regarding any questions: \_\_\_\_\_