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DEAG Deutsche Entertainment Aktiengesellschaft

Berlin

WKN: A0Z23G / ISIN: DE000A0Z23G6

**Invitation to the Annual General Meeting 2020
(virtual annual general meeting)**

On

Thursday, 25 June 2020, at 2 p.m. (CEST),

in the offices of DEAG Deutsche Entertainment Aktiengesellschaft, Potsdamer Straße 58, 10785 Berlin,

the Annual General Meeting of DEAG Deutsche Entertainment Aktiengesellschaft will be held in the form of a virtual annual general meeting without the physical presence of shareholders or their proxies.

We cordially invite our shareholders to attend.

Kindly note that shareholders or their proxies will not be able to attend the virtual annual general meeting on site at the offices of DEAG Deutsche Entertainment Aktiengesellschaft.

The Annual General Meeting will be held in the form of a virtual annual general meeting in accordance with Article 2 § 1 (2) of the “German Act to Mitigate the Consequences of the COVID-19 Pandemic under Civil, Insolvency and Criminal Procedure Law” (Federal Law Gazette I 2020, p. 569) and thus without the physical presence of the shareholders or their proxies (for details see below).

I. 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 Management Board concerning disclosures in accordance with §§ 289a para. 1, 315a para. 1 German Commercial Code (HGB) for fiscal year 2019 in each case**

The documents relating to agenda item 1 can be viewed from the date of convocation of the Annual General Meeting onwards on the Company's website at:

www.deag.de

-> Investor Relations -> Annual General Meeting -> 2020. The documents will be explained verbally at the Annual General Meeting. 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 Management Board in accordance with § 172 German Stock Corporation Act (*AktG*) and the financial statements are hence adopted.

- 2. Resolution on the formal approval of the actions of the Management Board for fiscal year 2019**

The Management Board and the Supervisory Board propose for fiscal year 2019 to formally approve the actions of the acting members of the Management Board during fiscal year 2019.

- 3. Resolution on the formal approval of the actions of the Supervisory Board for fiscal year 2019**

The Management Board and the Supervisory Board propose fiscal year 2019 to formally approve the actions of the acting members of the Supervisory Board during fiscal year 2019 for.

- 4. Resolution on the election of a member of the Supervisory Board**

The composition of the Supervisory Board has changed due to the resignation of Prof. Dr. Katja Nettesheim as of 31 December 2019. By order of the district court of Charlottenburg dated 23 December 2019, at the request of the Company, Tobias Buck was appointed a member of the Supervisory Board of the Company to replace Prof. Dr. Katja Nettesheim with effect from 1 January 2020. The term of office of the current members of the Supervisory Board ends at the end of the Annual General Meeting that resolves on the discharge of the Supervisory Board for the fiscal year 2021.

In accordance with § 96 (1) AktG in conjunction with § 8 (1) of the Company's Articles of Association, the Supervisory Board is composed of three members. The Supervisory Board therefore proposes to the Annual General Meeting that Tobias Buck, resident in London, United Kingdom, independent consultant in the private equity sector, be elected to the Supervisory Board with effect from the end of this Annual General Meeting and for the period until the end of the Annual General Meeting which resolves on the discharge of the Supervisory Board for the fiscal year 2021.

Tobias Buck is not a member of any other statutory supervisory boards or comparable domestic or foreign supervisory bodies of commercial enterprises.

In the opinion of the Supervisory Board, there are currently personal or business relationships between Tobias Buck on the one hand and the companies of the DEAG Group, their executive bodies or a share-

holder directly or indirectly holding more than 10% of the voting shares in DEAG Deutsche Entertainment Aktiengesellschaft on the other hand which are decisive for the election decision of the General Meeting, as follows:

- In the future, Mr. Buck will - in the course of his investor activities - be a (indirect) business partner of the Apeiron Investment Group through a fund, a shareholder with more than 10% of the voting shares in DEAG Deutsche Entertainment Aktiengesellschaft.
- Mr. Buck is currently a consultant for DEAG Deutsche Entertainment Aktiengesellschaft in the area of international investor relations and mergers & acquisitions.

The Supervisory Board considers the proposed candidate to be independent within the meaning of recommendation C.13 of the German Corporate Governance Code in the version dated 16 December 2019 (GCGC 2020). A brief curriculum vitae of Tobias Buck is available at www.deag.de -> Investor Relations -> Annual General Meeting -> 2020. The Annual General Meeting is not bound to the election proposals.

5. Resolution on the election of the external auditor for the financial statements of the Company and the Group for fiscal year 2020 and the auditor for the possible audit reviews of interim reports and other financial information up to the next Ordinary Annual General Meeting

The Supervisory Board proposes to elect Mazars GmbH & Co. KG Wirtschaftsprüfungsgesellschaft Steuerberatungsgesellschaft, Hamburg, as auditor and group auditor for the fiscal year 2020 and as auditor for the possible review of interim reports and other financial information within the meaning of § 115 (7) of the German Securities Trading Act (*WpHG*) during the fiscal year which are prepared prior to the Annual General Meeting in 2021 and to the extent that the review is commissioned.

6. Resolution on the authorization to acquire and use treasury shares pursuant to § 71 (1) no. 8 AktG and on the exclusion of subscription and tender rights

The authorization granted to the Management Board by resolution of the Annual General Meeting on 25 June 2015 to acquire treasury shares in accordance with § 71 (1) no. 8 AktG is limited to five years and expires on 24 June 2020. In order to provide the Management Board with flexibility regarding the further development of the company, a new authorization to acquire treasury shares in accordance with § 71 (1) no. 8 AktG is to be granted.

The Management Board and Supervisory Board therefore propose that the following resolution be adopted:

a) Creation of a new authorization

Until 24 June 2025, the Management Board is authorized, with the consent of the Supervisory Board, and in compliance with the principle of equal treatment (§ 53a AktG) to acquire treasury shares of up to a total of 10% of the share capital of the Company at the time of the resolution or – if this amount is lower – at the time of exercise of the authorization. Shares acquired on the basis of this authorization may not, together with other treasury shares held by the Company, which the Company has already acquired and still holds or which are attributable to it pursuant to §§ 71a ff. AktG, exceed 10% of the share capital of the Company in each case.

The authorizations can be exercised once or several times, in whole or in part, in pursuit of one or more objectives by the Company but also by group companies or by third parties for the account of the Company or the group companies.

The authorization may not be exercised for the purpose of trading in the Company's treasury shares.

b) Nature and method of acquisition of treasury shares

The acquisition of its own shares (treasury shares) takes place at the option of the Management Board (i) through the stock exchange, (ii) by means of a public purchase offer addressed to all shareholders of the Company or by means of a public request to the shareholders to make offers for sale (the acquisition according to (ii) is referred to hereinafter as “Public Acquisition Offer”) or (iii) by means of public offer or a public request to make an offer to exchange liquid shares admitted to trading on an organized market in the meaning of the Securities Acquisition and Takeover Act (*Wertpapiererwerbs- und Übernahmegesetz*) (hereinafter “Exchange Shares”) against shares of the Company (the acquisition according to (iii) hereinafter “Exchange Offer”).

aa) Acquisition of shares through the stock exchange

If the acquisition by the Company of its own shares takes place through the stock exchange, the purchase price per share paid (without ancillary purchase costs) by the Company may not exceed or fall below the price for a share of the Company in Xetra trading (or a corresponding successor system) ascertained on the stock exchange trading day (in Frankfurt am Main) by the opening auction by more than 10%.

bb) Acquisition of shares (1) by means of a public purchase offer or (2) by means of public request to make a sales offer

In the case of acquisition by public purchase offer the Company can set a fixed purchase price or a purchase price range for each share (without ancillary purchase costs), within which it is prepared to purchase shares. In the Public Acquisition Offer, the Company can set a period for acceptance or the making of the offer and the possibility and the conditions for adjustment of the purchase price range during the period in the event of more than insignificant price changes. The purchase price will, in the case of a purchase price range, be ascertained on the basis of the sales prices stated in the acceptance or offer declarations of the shareholders and the acquisition volume set by the Management Board after the end of the offer period.

(1) In the case of a public purchase offer of the Company, the purchase price offered or the purchase price range may not exceed or fall below the volume-weighted average market price for a share of the Company in Xetra trading (or a corresponding successor system) on the last five (5) stock exchange trading days (in Frankfurt am Main) price prior to the day of the public announcement of the offer by more than 10%. In the event of adjustment of the purchase price range by the Company, the last five (5) stock exchange trading days (in Frankfurt am Main) prior to the public notification of the adjustment will be relied on.

(2) In the case of a request to the shareholders to make a sales offer, the purchase price (without purchase ancillary costs) for each share of the Company ascertained on the basis of the offers made may not exceed or fall below the volume-weighted average of the market price for a share of the Company in Xetra trading (or a corresponding successor system) on the last five (5) stock exchange trading days (in Frankfurt am Main) prior to the day of the publication of the request to make a sales offer by more than 10%. In the event of an adjustment of the purchase price range by the Company, the last five (5) stock exchange trading days (in Frankfurt am Main) prior to the public notification of the adjustment will be relied on.

cc) Volume

The volume of the purchase offer or the sales request can be restricted. If the shares offered by the shareholders for acquisition exceed the total amount of the purchase offer or the sales request of the Company, they will be taken into account or accepted in the proportion borne by the total amount of the purchase offer or the sales request to the total of the shares in the Company offered by the shareholders. It can, however, be provided that minor amounts of up to one

hundred (100) shares offered per shareholder will be acquired in preference. The purchase offer or the sales request can provide other conditions.

- dd) The acquisition of shares (1) by means of a public offer to exchange liquid shares or (2) by a public request to make an offer for the exchange of liquid shares, each of which are admitted to trading on an organized market in the meaning of the Securities Acquisition and Takeover Act.

In the case of an acquisition by an Exchange offer, the Company can set either an exchange ratio or a corresponding exchange range at which it is prepared to acquire shares of the Company. Payment in cash can thereby be made as additional payment or in compensation for fractional amounts. In the Exchange Offer, the Company can set a period for the acceptance or making of the offer and the possibility and the conditions for adjustment of the exchange range during the period in the event of more than insignificant price changes. The exchange ratio will be ascertained in the event of an exchange range on the basis of the exchange ratio and/or other data stated in the acceptance or offer declarations of the shareholders and the acquisition volume set by the Management Board after the end of the offer period.

- (1) In the case of an Exchange Offer of the Company, the exchange ratio or the exchange range offered may not exceed the crucial value of a share of the Company by more than 10% or fall below the said value by more than 20%. The volume-weighted average market price of an Exchange Share-weighted average of the market price of an exchange share and a share of the Company in Xetra trading (or a corresponding successor system) or on an organized market in the meaning of the Securities Acquisition and Takeover Act on the last five (5) stock exchange trading days prior to the day of the public notification of the offer is to be charged in each case. In the event of adjustment of the exchange range by the Company, the last five (5) stock exchange trading days prior to the public notification of the adjustment will be relied on.
- (2) In the case of a request to the shareholders to make an offer for the exchange of liquid shares the exchange ratio may not exceed the crucial value of a share of the Company by more than 10% or fall below the said value by more than 20%. The volume-weighted average of the market price of an exchange share and a share of the Company in Xetra trading (or a corresponding successor system) or on an organized market in the meaning of the Securities Acquisition and Takeover Act on the last five (5) stock exchange trading days prior to the day of the public notification of the offer is to be charged in each case. In the event of adjustment of the exchange range by the Company, the last five (5) stock exchange trading days prior to the public notification of the adjustment will be relied on.
- (3) The volume of the Exchange Offer or the request to make an Exchange Offer can be restricted. If the shares offered by the shareholders for exchange exceed the total amount of the Exchange Offer or the request of the Company to make an Exchange Offer, they will be taken into account or accepted in the proportion borne by the total amount of the Exchange Offer or the request to make an Exchange Offer to the total of the shares of the Company offered by the shareholders. It can however be provided that minor amounts of up to one hundred (100) shares offered per shareholder will be acquired in preference. The Exchange Offer or the request to make an Exchange Offer can provide other conditions.

- c) Authorization of the Management Board to sell and otherwise use treasury shares

The Management Board is authorized to use the shares of the Company acquired by it on the basis of the above or prior authorizations apart from a sale through the stock exchange or by means of an offer to all shareholders, for all legally permitted purposes, in particular also in the following manner:

- aa) They can be redeemed and the share capital of the Company reduced by the amount of share capital attributable to the redeemed shares without the redemption or its implementation requiring a further General Meeting resolution. The Management Board can also redeem the shares in the simplified procedure without reducing the share capital so that the proportion of the remaining shares in the share capital is increased by the redemption. If the redemption of the shares takes place in the simplified procedure without reduction of the share capital, the Management Board is authorized to adjust the number of shares in the Articles of Association of the Company.
- bb) They can be offered for purchase and transferred to persons employed or who were employed by the Company or one of its affiliated companies and board members of the Company or of affiliated companies of the company or their investment vehicles, holders of acquisition rights, in particular from call options (issued by the Company's legal predecessors), holders of virtual options that are or were issued by the Company, the Company's legal predecessors or their subsidiaries. The shareholders' subscription rights are excluded in this respect. To the extent that members of the Company's Board of Management are affected, this authorization applies to the Supervisory Board, which also determines the respective details (see lit. d) below).
- cc) They may be transferred to persons who are or were in an employment relationship with the Company or one of its affiliates on the basis of commitments in connection with the employment relationship. The shareholders' subscription rights are excluded in this respect.
- dd) They can be offered with the consent of the Supervisory Board to third parties in return for contributions in kind, in particular in the course of merger resolutions or acquisitions of companies, plants, company parts, or interests and transferred thereto. The above described shares can also be used to end or settle corporate law conciliation proceedings at affiliates of the Company. The shareholders' subscription rights are excluded in this respect.
- ee) They can, with the consent of the Supervisory Board, be sold for cash to third parties if the price at which the shares of the Company are sold does not significantly fall below the stock exchange price of a share of the Company at the time of sale (§ 186 (3) sentence 4 AktG). The shareholders' subscription rights are excluded in this respect.
- ff) They can be used to service acquisition obligations or acquisition rights to shares of the Company out of an in connection with conversion and option bonds or profit rights with conversion or option rights or conversion or option obligations issued by the Company or one of its group companies. The shareholders' subscription rights are excluded in this respect.

The total of shares used on the basis of the authorizations under lit. c) ee) and ff) above to the extent they are issued in analogous application of § 186 (3) sentence 4 AktG (with the exclusion of subscription rights for cash not significantly below the stock exchange price) may not exceed 10% of the share capital either at the time of passing of the resolution or – if lower – at the time of exercise of the authorization. Shares issued or sold in direct or analogous application § 186 (3) sentence 4 AktG during the period of this authorization until that time are to be credited against (*werden angerechnet*) this restriction. Shares issued or to be issued to service convertible bonds or bonds with warrants or profit rights with conversion or option rights or which are to be issued on the basis of the conversion price valid at the time of the resolution of the Management Board on the utilization of the authorization shall also be included in the calculation to the extent that these bonds or participation rights are issued during the term of this authorization under exclusion of subscription rights in accordance with § 186 (3) sentence 4 AktG.

- d) Authorization of the Supervisory Board to use the acquired treasury shares

The Supervisory Board is authorized to use the treasury shares already held by the Company and the treasury shares acquired under the authorization in lit. a) and b) above to issue them to the Company's Management Board in accordance with the provisions of lit. c) bb) above.

e) Other provisions

The authorizations to use the treasury shares stated under lit. c) and d) of this agenda item may be used entirely or in relation to partial volumes of the treasury shares acquired once or several times, individually or together. The authorizations under lit. c) of this Agenda item 10 above can also be exercised by independent companies or companies in the majority ownership of the Company or by third parties for the account of the Company or of its dependent or majority held companies.

By the use of the authorizations under lit. c) bb) through lit. ff) and lit. d) of this agenda item, a proportionate amount of 10% of the share capital of the Company may not be exceeded neither at the time of passing of the resolution of the General Meeting on these authorizations nor – if this amount is lower – at the time of exercising these authorizations. This 10% limit shall include those shares issued from authorized capital or conditional capital excluding shareholders' subscription rights during the term of the authorizations contained in lit. c) bb) through lit. ff) and lit. d) above. Also to be included are shares which are issued to service bonds (including profit-sharing rights) with conversion or option rights or a conversion obligation (or a combination of these instruments) or which are to be issued on the basis of the conversion price valid at the time of the resolution of the Board of Management on the utilization of the authorization, insofar as the bonds or profit-sharing rights are issued under an exclusion of shareholders' subscription rights during the term of the authorizations contained in lit. c) bb) to lit. ff) and lit. d) above.

7. Resolution on the amendment of § 16 (1) sentence 1 of the Articles of Association

As a result of the Act Implementing the Second Shareholders' Rights Directive (*ARUG II*), the requirements for the proof to be provided for participation in the Annual General Meeting and for the exercise of the voting rights will be changed with effect from September 3, 2020. In the case of bearer shares of listed companies, the amended § 123 (4) sentence 1 of the German Stock Corporation Act (*AktG*) stipulates that in the future, proof issued by the last intermediary pursuant to the newly inserted § 67c (3) *AktG* be sufficient for participation in the Annual General Meeting or the exercise of voting rights.

Pursuant to § 16 (1) and (2) of the Company's Articles of Association, in accordance with the provisions of the currently applicable version of § 123 (4) sentence 1 *AktG*, in order to attend the Annual General Meeting and to exercise voting rights a proof of share ownership issued by an institution keeping stock portfolios, submitted in text form in the German or English language is required.

ARUG II came into force on 1 January 2020. The amendments to § 123 (4) sentence 1 *AktG* and to the newly envisaged § 67c of the German Stock Corporation Act will only apply from September 3, 2020 and will apply to annual general meetings convened after September 3, 2020 for the first time. The amendments will thus be applicable even before the Company's Annual General Meeting in the year 2021.

In order to avoid any deviation from the provisions regarding this proof for the attendance of the Annual General Meeting of the Company or for the exercise of voting rights in the Articles of Association, the respective amendment of the articles of association shall be resolved now.

The Management Board and the Supervisory Board therefore propose that the following resolution be adopted:

§ 16 (1) sentence 1 of the Articles of Association is restated as follows:

“(1) Only those shareholders are entitled to attend the General Meeting and exercise their voting rights who register with the Company or with an office specified in the invitation, submitting proof of their shareholding; for the proof of shareholding, proof in text form from the last intermediary pursuant to § 67c (3) AktG is sufficient. [...]“

Otherwise, § 16 of the Articles of Association remains unchanged.

The Management Board shall ensure, by means of appropriate registration with the Commercial Register, that the amendments to the Articles of Association do not take effect until September 3, 2020.

II. Reports and notifications to the Annual General Meeting

Report of the Management Board to the Annual General Meeting in accordance with § 71 (1) No. 8, § 186 (3) and (4) AktG on agenda item 6

The Management Board submits the following report according to § 71 (1) no. 8 sentence 5 AktG in conjunction with § 186 (4) sentence 2 AktG relating to agenda item 6 of the Annual General Meeting on the reasons for the authorization to exclude shareholders' subscription rights when selling treasury shares:

Under agenda item 6, the Management Board and the Supervisory Board propose that the Management Board be authorized, subject to the approval of the Supervisory Board, to acquire, on or before 24 June 2025, treasury shares of the Company in an amount of up to 10% of the share capital existing at the time of the adoption of the resolution by the General Meeting of Shareholders or - if this amount is lower - of the share capital existing at the time of the exercise of the authorization. The authorization to acquire treasury shares in accordance with § 71 (1) no. 8 AktG granted by resolution of the Annual General Meeting on 25 June 2015 is limited to five years and expires on 24 June 2020. A new authorization is intended to give the company all the options for using treasury shares again. The authorization also covers the use of treasury shares acquired on the basis of previous authorizations. It should be possible for treasury shares to be acquired both by the Company itself and by dependent or majority-owned companies (Group companies) or by third parties acting on behalf of the Company or on behalf of Group companies.

The acquisition of treasury shares can take place through the stock exchange or by way of a public purchase or Exchange Offer. In the course of the acquisition, the principle of equal treatment of shareholders according to § 53a AktG is to be complied with. The proposed acquisition through the stock exchange or by way of a public purchase or Exchange Offer takes account thereof. If in the course of a public purchase or Exchange Offer the number of shares offered exceeds the purchase volume intended by the Company, the acquisition or exchange takes place proportionately in the relationship of the shares offered per shareholder. However, irrespective of the shares offered by the shareholder a purchase or exchange of a minor number of up to one hundred (100) shares per shareholder can be preferred. Shares with a tender price set by the shareholder at which the shareholder is prepared to sell the shares to the Company and which is higher than the purchase price set by the Company will not be considered for acquisition; this applies analogously in the case of an exchange ratio determined by the shareholder, at which the Company would have to deliver and transfer more exchange shares for Company shares than at the exchange ratio determined by the Company.

- a) The proposed authorization provides that shares of the Company acquired by it can be redeemed without any further resolution by the General Meeting or can also be resold through the stock exchange or by public offer to all shareholders. The redemption of the Company's treasury shares leads in principle to the reduction of the Company's share capital. However, the Management Board is also authorized to redeem treasury shares without reducing the share capital according to § 237 (3) no. 3 AktG. This would increase the proportion of the share capital of the remaining shares in accordance with § 8 (3) AktG (calculated nominal amount). In both of the sales methods stated, the principle of equal treatment under stock corporation law will be complied with.

- b) In addition, the Management Board (or the Supervisory Board, if members of the Management Board are affected) shall be able to use treasury shares in connection with various remuneration or bonus programs. The compensation or bonus programs serve as targeted incentives for the program participants and are, at the same time, intended to bind them to the Company:
- aa) They can be offered for purchase and transferred to persons employed or who were employed by the Company or one of its affiliated companies and board members of the Company or of affiliated companies of the company or their investment vehicles, holders of acquisition rights, in particular from call options (issued by the Company's legal predecessors), holders of virtual options that are or were issued by the Company, the Company's legal predecessors or their subsidiaries. The shareholders' subscription rights are excluded in this respect.
 - bb) They may be transferred to persons who are or were in an employment relationship with the Company or one of its affiliates on the basis of commitments in connection with the employment relationship. The shareholders' subscription rights are excluded in this respect.
- c) In addition, the intention is also to make it possible for the Management Board to offer and transfer treasury shares as consideration in the course of mergers or the acquisition of companies, plants, company parts, or interests with the approval of the Supervisory Board. The above described shares can also be used to end or settle corporate law conciliation proceedings at affiliates of the Company. The shareholders' subscription rights are excluded in this respect. The authorization proposed for this reason is intended to strengthen the Company for competition regarding attractive acquisitions and to enable it to react rapidly, flexibly and without impairing liquidity to acquisition opportunities arising. The proposed exclusion of subscription rights of shareholders takes account of this. The decision whether in any particular case the Company's own shares from an authorized capital will be used is made by the Management Board, guided solely by the interests of the Company and the shareholders. In valuing the treasury shares and the consideration for them, the Management Board will ensure that the interests of the shareholders are adequately protected. In this regard, the Management Board will take into account the stock exchange price of the shares of the Company; no schematic linking to a stock exchange price is intended, in particular so that negotiation results cannot again be questioned due to fluctuations in the stock exchange price.
- d) It is intended that the Management Board be enabled with the consent of the Supervisory Board to sell acquired shares of the Company for cash to third parties with the exclusion of the subscription rights of the shareholders if the sale price for each share does not significantly fall below the stock exchange price of shares of the Company at the time of the sale. This authorization makes use of the option for simplified exclusion of subscription rights permitted under § 71 (1) no. 8 sentence 5 AktG in analogous application of § 186 (3) sentence 4 AktG. The Management Board is thereby placed in a position to be able rapidly and flexibly, to take advantage of the opportunities of favorable stock exchange situations, and achieve, through setting a price in line with market conditions, the highest possible resale price and thereby usually achieve strengthening of equity capital or access to a new group of investors. The authorization is subject to the shares issued with exclusion of subscription rights not exceeding a total of 10% of the share capital, whether at the time of the resolution or – if this amount is lower – at the time of the use of the authorization. Shares which are issued during the term of the resale authorization in direct or analogous application of § 186 (3) sentence 4 AktG are to be credited against this limit. Shares issued or to be issued to service convertible bonds or bonds with warrants or profit rights with conversion or option rights or conversion or option obligations which are to be issued on the basis of the conversion price valid at the time of the resolution of the Management Board on the utilization of the authorization shall also be included in the calculation to the extent that these bonds or participation rights are issued during the term of this authorization under exclusion of subscription rights in accordance with § 186 (3) sentence 4 AktG. The asset and voting interests of the shareholders will be reasonably protected by this manner

of sale of the Company's own shares. In principle, shareholders have the possibility to maintain their proportionate participation on comparable conditions by purchasing shares through the stock exchange.

- e) In addition, the Company is also intended to be able to use its own shares to service acquisition obligations or acquisition rights to shares of the Company out of and in connection with conversion or option bonds or profit rights with conversion and option rights or conversion and option obligations issued by the Company or one of its group companies. For this purpose, the subscription right of shareholders must be excluded. This applies even in the case of a sale of the Company's own shares by public offer to all shareholders for the possibility of granting creditors of such instruments subscription rights to shares to the extent to which they would be entitled if the relevant conversion or option rights had already been exercised (protection against dilution). This authorization is subject to the condition that the shares issued with the exclusion of subscription rights may not exceed a total of 10% of the share capital, whether at the time of the resolution or – if this amount is lower – at the time of exercise of the authorization. Shares which are issued during the term of the resale authorization in direct or analogous application of § 186 (3) sentence 4 AktG are to be credited against this limit. Shares issued or to be issued to service convertible bonds or bonds with warrants or profit rights with conversion or option rights or which are to be issued on the basis of the conversion price valid at the time of the resolution of the Management Board on the utilization of the authorization shall also be included in the calculation to the extent that these bonds or participation rights are issued during the term of this authorization under exclusion of subscription rights in accordance with §186 (3) sentence 4 AktG.

The use of the authorizations contained in letters b) to e) above may not exceed a total pro rata amount of 10% of the Company's share capital, either at the time of the resolution by the General Meeting on the above authorizations or - if this amount is lower - at the time of the use of these authorizations. This 10% limit shall include those shares that were issued during the term of the authorizations contained in letters b) to e) from authorized capital or from conditional capital excluding shareholders' subscription rights. Shares issued to service bonds (including profit-sharing rights) with conversion or option rights or a conversion obligation (or a combination of these instruments) or which are to be issued on the basis of the conversion price valid at the time of the resolution of the Board of Managing Directors on the utilization of the authorization shall also be counted towards this limit, provided that the bonds or profit-sharing rights were issued during the term of the authorizations contained in letters b) to e) above with the exclusion of shareholders' subscription rights.

The Management Board will report at the next General Meeting in each case according § 71 (3) sentence 1 AktG on any exercise of this authorization.

III. 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 19,625,976.00, subdivided into 19,625,976 no-par value bearer shares. Every no-par value share entitles the holder to one vote. Therefore, the total number of voting rights amounts to 19,625,976 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. Therefore, the total number of eligible shares to participate and vote amounts to 19,625,361 shares at the time of convocation.

IV. Further information and notices

1. Conduct of the Annual General Meeting without the physical presence of shareholders and their proxies (virtual Annual General Meeting)

On the Basis of the German Act Concerning Measures under the Law of Companies, Cooperative Societies, Associations, Foundations and Commonhold Property to Combat the Effects of the COVID-19 Pandemic (*COVID-19-Act*), published as Art. 2 of the German Act to Mitigate the Consequences of the COVID-19 Pandemic under Civil, Insolvency and Criminal Procedure Law dated 27 March 2020, published in the Federal Law Gazette, Part I, of 27 March 2020, the Management Board of the Company has decided, with the consent of the Supervisory Board, to hold an Annual General Meeting without the physical presence of the shareholders or their proxies (virtual Annual General Meeting). The Annual General Meeting shall take place in the business offices of DEAG Deutsche Entertainment Aktiengesellschaft in the physical presence of the Chairman of the meeting, the Management Board and the notary public commissioned to take the minutes as well as the voting representatives of the company. Physical participation of shareholders or their proxies at the venue of the meeting is excluded. The conduct of the Annual General Meeting 2020 as a virtual general meeting in accordance with the COVID-19-Act leads to modifications in the procedures of the general meeting as well as in the rights of the shareholders. For duly registered shareholders, the Annual General Meeting will be transmitted in its entirety live in video and audio via an Internet-based online portal (AGM portal) and will offer the opportunity to exercise their voting rights, grant proxies, submit questions or declare objections for the minutes.

This year, we ask shareholders to pay particular attention to the following explanations regarding registration for the Annual General Meeting, the possibility of following the Annual General Meeting in video and audio, the exercise of voting rights and the right to ask questions, and other shareholder rights.

2. Video- and sound broadcast of the General Meeting: online AGM portal

Under the internet address

www.deag.de

-> Investor Relations -> Annual General Meeting -> 2020 the company will maintain an AGM portal from Thursday, 4 June 2020. Via this portal, duly registered shareholders (and, if applicable, their proxies) can follow the video and audio broadcast of the virtual Annual General Meeting on 25 June 2020, exercise their voting rights, grant proxies, submit questions or objections to be recorded in the minutes. The AGM portal and the video and audio broadcast of the virtual Annual General Meeting do not allow participation within the meaning of § 118 (1) sentence 2 AktG (electronic or online participation). In order to use the AGM portal, you must log in with the access code that you receive with your voting card. The various options for exercising your rights will then appear in the form of buttons and menus on the user interface of the AGM Portal.

Shareholders will receive further details of the AGM portal and the registration and usage conditions along with their voting card.

3. Requirements for electronic connection to follow the Annual General Meeting and the exercise of voting rights

Only those shareholders who have registered in due time are entitled to exercise shareholder rights, in particular voting rights, and to follow the live broadcast via the AGM portal. The registration must be received by the Company no later than **Thursday, 18 June 2020, 12 a.m. (midnight), i.e. 24:00 hours, (CEST)** at the latest at the following address:

DEAG Deutsche Entertainment Aktiengesellschaft

c/o Link Market Services GmbH
Landshuter Allee 10
80637 Munich
e-mail: inhaberaktien@linkmarketservices.de

and the shareholders must have provided the company with special proof of their shareholding, stating that they were shareholders of the company at the beginning of **4 June 2020, 00:00 hours, CEST (record date)**. A special proof of the shareholding issued by the portfolio institution (custodian bank) is sufficient for the proof of shareholding.

As with the registration, the proof of shareholding must be received by the Company at the above address no later than **Thursday, 18 June 2020, 12 a.m. (midnight), i.e. 24:00 hours, CEST**. Registration and proof of shareholding must be in text form (§ 126b of the German Civil Code (*BGB*)) and must be in German or English.

After receipt of the registration and the special proof of shareholding by the Company, voting cards for exercising the rights relating to the Annual General Meeting, including the access data for the AGM portal, will be sent to the shareholders for the purpose of electronic connection to the Annual General Meeting.

Significance of the record date:

In relation to the company, only those who have provided proof of their shareholding are considered shareholders. The scope of voting rights is determined exclusively by the shareholder's proven shareholding on the record date. Although the record date is not associated with a block on the sale or acquisition of shares, a sale or acquisition of shares after the record date no longer has any effect on the entitlement to follow the broadcast of the Annual General Meeting and the scope of voting rights. The record date has no significance for the dividend entitlement. Even if all or part of the shares are sold after the record date, the entitlement to attend the Annual General Meeting and the scope of voting rights is determined exclusively by the shareholding on the record date. Anyone who only becomes a shareholder after the record date and has not previously held any shares is not entitled to follow the Annual General Meeting and exercise a voting right unless he or she has authorized a proxy or has been authorized to exercise shareholder rights.

4. Procedure for voting by absentee vote (written or electronic)

Duly registered shareholders may cast their votes by absentee vote in writing or electronically.

Exercise of voting rights before the Annual General Meeting: written absentee vote

Prior to the Annual General Meeting, you can use the postal vote form sent together with the voting card. In addition, the postal vote form can also be downloaded from the Company's website at www.deag.de

-> Investor Relations -> Annual General Meeting -> 2020. If the postal voting form is used, it must be received by the Company exclusively by post or electronically (by e-mail) under the following postal or e-mail address no later than **Wednesday, 24 June 2020, 12 a.m. (midnight), i.e. 24:00 hours, CEST**:

DEAG Deutsche Entertainment Aktiengesellschaft
c/o Link Market Services GmbH
Landshuter Allee 10
80637 Munich
e-mail: inhaberaktien@linkmarketservices.de

Postal votes, which cannot be assigned to a proper registration without any doubt, will not be considered.

Exercise of voting rights before and during the Annual General Meeting: electronic absentee vote

Prior to and also during the Annual General Meeting, the Company's AGM portal, which can be accessed at the Internet address

www.deag.de

-> Investor Relations -> Annual General Meeting -> 2020 is also available to you for exercising your voting rights by means of (electronic) absentee voting. Electronic absentee voting via the AGM portal will be available from Thursday, 4 June 2020 until the beginning of voting on the day of the Annual General Meeting. For this purpose, the "Absentee Vote" button on the AGM portal has been provided. You can also use the AGM portal to change or revoke any votes previously cast by absentee vote during the Annual General Meeting until the start of the vote. Further information on absentee voting is provided in the voting card sent to shareholders who have duly registered.

In the case of multiple declarations received, the last vote received shall take precedence. If declarations are received via different transmission channels and it is not possible to identify which declaration was last submitted, the declarations submitted by e-mail will be taken into account, unless a vote is cast on the day of the Annual General Meeting via the AGM portal.

The casting of votes by absentee vote is limited to voting on the proposals for resolutions of the Management Board and/or Supervisory Board announced in the invitation to the Annual General Meeting and proposals for resolutions of shareholders announced with a possible addition to the agenda in accordance with § 122 (2) AktG.

5. Authorization of a third party to exercise voting rights

Shareholders may also have their voting rights exercised at the Annual General Meeting by a proxy, for example a bank, a shareholders' association or any other third party, after granting the appropriate power of attorney. Even in the case of representation by an authorized third party, the timely registration of the shareholder and, in addition, the timely submission of proof of shareholding are required as described above.

The granting of the power of attorney, its revocation and the proof of authorization vis-à-vis the Company require text form if neither a credit institution nor a shareholders' association or a person, institution, company or association treated as such pursuant to § 135 (8) AktG is authorized to exercise voting rights.

If a power of attorney to exercise voting rights is issued to a credit institution, a shareholders' association or a person, institution, company or association treated as such in accordance with § 135 (8) AktG, there is no text form requirement, but the declaration of power of attorney must be verifiably recorded by the proxy. It must be complete and may only contain declarations associated with the exercise of voting rights. We therefore ask shareholders who wish to authorize an intermediary, a shareholders' association or a person, institute, company or association of the same kind pursuant to § 135 (8) AktG to exercise their voting rights to agree on the form of the proxy with the person to be authorized.

If the shareholder authorizes more than one person, the Company may reject one or more of them.

Shareholders who wish to authorize a representative are requested to use the form provided by the Company for this purpose. It is also possible, however, for shareholders to issue a separate power of attorney. A corresponding proxy form will be provided by the company after registration together with the voting right card. In addition, a respective form for the granting of a power of attorney can be downloaded from the Company's Website at

www.deag.de

-> Investor Relations -> Annual General Meeting -> 2020.

The respective proof of duly authorization of a representative (i.e. a copy of the power of attorney) must be received no later than **Wednesday, 24 June 2020, 12 a.m. (midnight) CEST**; such proof requires text form and must be sent via mail or electronically (via e-mail) to the following address:

DEAG Deutsche Entertainment Aktiengesellschaft
c/o Link Market Services GmbH
Landshuter Allee 10
80637 Munich
e-mail: inhaberaktien@linkmarketservices.de

In case a power of attorney is granted by means of a declaration vis-à-vis the Company an additional proof of the issued power of attorney is not required. The revocation of a power of attorney already granted may also be declared directly vis-à-vis the Company using the aforementioned means of transmission, notwithstanding any other means of transmission permitted by law. On the day of the virtual Annual General Meeting, powers of attorney may only be issued, amended or revoked using the AGM Portal until the beginning of voting.

Proxies cannot physically participate in the Annual General Meeting, but are limited to exercising voting rights as described in Section IV.4 of this invitation to the Annual General Meeting. They must therefore cast their votes as described above with respect to the shareholders themselves by absentee vote or by proxy and instructions to the proxies of the Company. The possibility of exercising shareholders' rights by an authorized third party by way of electronic connection via the AGM portal requires the authorized party to receive the access code sent together with the voting right card from the person granting the power of attorney. With regard to the exercise of the right to ask questions and to declare an objection, Section IV.7 and Section IV.8 of this invitation to the Annual General Meeting apply accordingly to authorized representatives of shareholders.

Further information on granting power of attorney to third parties can be found on the Company's Website at

www.deag.de

-> Investor Relations -> Annual General Meeting -> 2020.

6. Procedure for voting by proxy of the Company

In addition, the Company offers its shareholders the option of authorizing employees designated by the Company as proxies bound by instructions. The proxies are obliged to vote as instructed; they cannot exercise the voting rights at their own discretion. Please note that the proxies can only exercise the voting rights on those items on the agenda for which shareholders have given clear instructions, and that the proxies cannot accept instructions on procedural motions either before or during the Annual General Meeting. In the absence of explicit and unambiguous instructions, the proxy will abstain from voting on the respective item to be voted on. If an individual vote is to be held on an item on the agenda, an instruction issued for this purpose shall apply to each individual sub-item. He will not accept orders to speak, to ask questions, to make motions or election proposals, or to declare objections to resolutions of the Annual General Meeting.

The granting of such a power of attorney with instructions to the proxies in advance of the Annual General Meeting is only possible by means of the proxy and instructions form which the shareholders receive together with the ticket to the Annual General Meeting. The corresponding form is also available on the Company's website at

www.deag.de

-> Investor Relations -> Annual General Meeting -> 2020.

The authorization of the company proxies and the issue of instructions to them must be received by the Company no later than **Wednesday, 24 June 2020, 24:00 hours CEST**; they must be in text form. The authorization of and instructions to the proxies appointed by the Company by mail or electronically (by e-mail) must be sent to the following address:

DEAG Deutsche Entertainment Aktiengesellschaft
c/o Link Market Services GmbH
Landshuter Allee 10
80637 Munich
e-mail: inhaberaktien@linkmarketservices.de

Prior to and during the Annual General Meeting shareholders can exercise their voting rights by way of granting proxy to the Company proxies via the AGM portal accessible on the Company's Website at

www.deag.de

-> Investor Relations -> Annual General Meeting -> 2020. The authorization of the Company proxies via the AGM portal is possible from **Thursday, 4 June 2020, 0.00 hours CEST**, until the start of voting on the day of the Annual General Meeting. The "Proxy and instructions" button on the AGM portal is provided for this purpose. You can also use the HV-Portal during the Annual General Meeting to change or revoke any previously issued proxy and instructions up until the start of voting.

7. Possibility for the shareholders to ask questions

On the basis of the Covid-19-Act, the shareholders are not entitled to information in the virtual general meeting in the sense of § 131 AktG, but are given the opportunity to ask questions.

Properly registered shareholders have the opportunity to ask questions by means of electronic communication (see § 1 (2) sentence 1 no. 3 Covid-19-Act). However, this does not imply a right to an answer. Any questions must be submitted until two days prior to the Annual General Meeting, i.e. by no later than **Tuesday, 23 June 2020, 24.00 hours CEST**, via the AGM portal accessible at

www.deag.de

-> Investor Relations -> Annual General Meeting -> 2020. The button "Submit a Question" on the AGM-portal is provided for this purpose. No questions may be submitted after the deadline. For technical reasons, the scope of the individual question may be limited to a certain number of characters, but this does not limit the total number of possible questions. Questions submitted after the above-mentioned deadline cannot be considered. No questions may be asked during the virtual Annual General Meeting.

Pursuant to § 1 (2) sentence 2 COVID-19-Act, the Management Board decides which questions it answers and how to answer them based on its dutiful and free discretion. In particular, it may summarize questions and select meaningful questions in the interest of the other shareholders. In addition, the Management Board may give preference to shareholder associations and institutional investors with significant voting shares. The Management Board reserves the right to answer questions in advance on the Company's website.

Kindly note, that when questions are answered, the name of the shareholder submitting the question may also be disclosed.

When answering questions during the Annual General Meeting, the name of the person asking the question will only be disclosed (to the extent that questions are answered individually), if the submission of

the question was accompanied by express consent to the disclosure of the name. The same applies to any early publication of questions and, if applicable, answers on the company's website in the run-up to the Annual General Meeting: In this case, too, the name of the person asking the question will only be disclosed if he or she has expressly declared his or her consent to the disclosure of his or her name when submitting the question.

8. Filing of objections against resolutions of the Annual General Meeting

Shareholders who have exercised their voting rights by absentee voting or by granting power of attorney have the opportunity to object to the resolutions of the Annual General Meeting by electronic communication to the notary public appointed to record the Annual General Meeting.

Such declarations can be made - provided that a vote is cast - from the opening of the Annual General Meeting via the Internet-supported AGM-portal at

www.deag.de

-> Investor Relations -> Annual General Meeting -> 2020 to be recorded in the minutes in accordance with § 245 no. 1 AktG. For this purpose, the button "Raise an Objection" is provided in the AGM-portal. The declaration is possible via the Internet-based AGM portal from the beginning of the Annual General Meeting until the end of the Annual General Meeting. The notary has authorized the Company to receive objections via the Internet-supported AGM-portal and receives the objections via the AGM-portal.

V. Shareholder Rights

Counter motions and election proposal by shareholders in accordance with §§ 126 (1), 127 AktG; exclusion of the right to file motions during the Annual General Meeting

Due to the fact that the Annual General Meeting will be held in the form of a virtual Annual General Meeting without the presence of shareholders and their proxies and with the exercise of voting rights only via postal vote or the granting of a power of attorney with instructions, without the electronic participation of shareholders, the right of shareholders to submit motions at the Annual General Meeting is legally excluded. Counter motions and election proposals within the meaning of §§ 126 (1), 127 AktG and procedural motions may therefore not be made at the Annual General Meeting.

Nonetheless, shareholders are given the opportunity to submit counter motions and election proposals to the Company prior to the Annual General Meeting in accordance with §§ 126 (1) and 127 AktG for publication on the Company's website. Shareholders may send the Company counter motions to proposals of the Management Board and/or Supervisory Board on certain items on the agenda as well as nominations for the election of Supervisory Board members or auditors before the Annual General Meeting. Counter-motions (§ 126 AktG) and nominations for election (§ 127 AktG) from shareholders on a specific agenda item must be sent exclusively to the address given below:

DEAG Deutsche Entertainment Aktiengesellschaft
Attn.: Daniel Rothhammer
Potsdamer Straße 58
10785 Berlin
fax-no.: (+49) (0)30 81075 619
e-mail: hauptversammlung@deag.de

Counter motions addressed otherwise will not be considered. Counter motions should be provided with a statement of grounds, this does not apply to election proposals.

Proper counter motions and election proposals received by the company at the above address by no later than the end of 10 June 2020, 24:00 hours (midnight) CEST, will be – subject to §§ 126 (2) and (3) AktG - published including the name of the shareholder and a statement of grounds on the website:

www.deag.de

-> Investor Relations -> Annual General Meeting -> 2020. Any comments by the Management and/or Supervisory Board will also be published under the aforementioned internet address. The company is not required to make a counter motion and its statement of grounds or an election proposal accessible if one of the exclusion criteria under § 126 (2) AktG applies, for example because the election proposal or counter motion would lead to a resolution of the Annual General Meeting that would be contrary to the law or the Articles of Association, or because the statement of grounds contains false or misleading information. Furthermore, an election proposal does not have to be made accessible if the election proposal does not contain the name, practiced profession and place of residence of the proposed candidate as well as his or her memberships in other statutory supervisory boards. The statement of grounds for a counter motion does not need to be made accessible if it exceeds 5,000 characters in total.

Counter motions and election proposals to be made accessible will be considered as having been made within the framework of the virtual Annual General Meeting if the shareholder or shareholder representative submitting the counter motion or the election proposal is duly registered for the Annual General Meeting.

Requests to add items to the agenda pursuant to § 122 (2) in conjunction with § 124 (1) sentence 2 AktG

Shareholders whose shares in the aggregate amount to one-twentieth of the share capital or reach the proportional amount of EUR 500,000.00 may demand pursuant to § 122 (2) AktG that items be put on the agenda and published. The request must be made in writing and must be addressed to the Management Board of DEAG and must be received by DEAG no later than by the end of 25 May 2020, i.e. midnight (24.00 hours) (CEST) at the latest. Kindly address such requests to the following address:

DEAG Deutsche Entertainment Aktiengesellschaft
Management Board
Potsdamer Straße 58
10785 Berlin

Requests to add items to the agenda received at a later date or otherwise addressed will not be considered. The motion must be signed by all shareholders who make up one-twentieth of the share capital or the proportionate amount of EUR 500,000.00. Each new item must be accompanied by a statement of grounds or a proposed resolution. The applicants must prove that they are holders of a sufficient number of shares for the legally required minimum holding period of 90 days prior to the date of receipt of the request and that they will hold these shares until a decision on the request is made (§§ 122 (2), 122 (1) sentence 3 AktG and § 70 AktG).

Further explanations

Further explanations relating to the aforementioned rights of shareholders in accordance with §§ 122 para. 2, 126 (1), 127 and 131 (1) AktG, can be found on the Company's website at

www.deag.de

-> Investor Relations -> Annual General Meeting -> 2020.

VI. Documents for the Annual General Meeting and information in accordance with § 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 § 124a AktG will be available from the day of this convocation on the website of DEAG at:

www.deag.de

-> Investor Relations -> Annual General Meeting -> 2020 and may be downloaded on request.

VII. Transmission of information according to § 125 AktG

In accordance with Article 15 (5) of the Articles of Association of the Company, the right of shareholders to be notified pursuant to § 125 AktG is limited to electronic transmission. If a credit institution is not able to send the notifications to shareholders electronically in accordance with § 125 AktG, the Management Board has decided to have the notifications also sent in the conventional printed paper form.

VIII. 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 voting cards 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 (voting card) 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 (§ 134 (3) sentence 5 AktG). In addition, we process your corresponding personal data

if you (in accordance with § 1 (2) of the German Act Concerning Measures under the Law of Companies, Cooperative Societies, Associations, Foundations and Commonhold Property to Combat the Effects of the COVID-19 Pandemic in conjunction with the specifications in the convening of the ordinary virtual Annual General Meeting) submit questions via the AGM Portal prior to the Annual General Meeting or object to resolutions of the Annual General Meeting at the Annual General Meeting. The legal basis for the processing is in these cases 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 (e.g. to use electronic communication means) or if the processing serves the safeguarding of justified interests of the Company (more particularly the preparation of statistics, e.g. 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 (e.g. 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 (e.g., 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 ten 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.

Use of cookies:

When you use the AGM portal, we process the following data via our IT service provider, which is at no time merged with other stored customer or profile data Whenever you visit our web pages, we temporarily save the IP address of your internet access and the pages you call up, or in the apps, the device number, if applicable, so that basic services - such as authorization assignment - function. We use the latest security standard (256bit encryption). Your data is encrypted directly during transmission, and all data protection-relevant information is stored in encrypted form in a protected database. In order to

manage your access, we need a session cookie (which is deleted when the browser is closed). We only use cookies that are absolutely necessary for the functions of a website:

- "PHPSessionID", cookie for standard session identification for PHP, is deleted when the browser is closed;
- "cookieaccepted", cookie for storing the consent to the cookie bar function and thus hiding it in the view, is deleted after 10 days.

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
e-mail: mailbox@datenschutz-berlin.de**

Technical information regarding the virtual General Meeting

You will need an Internet connection and an Internet-enabled terminal device to follow the virtual Annual General Meeting and to use the AGM portal and exercise shareholder rights. In order to be able to reproduce the video and audio transmission of the Annual General Meeting optimally, a stable Internet connection with sufficient transmission speed is recommended. If you use a computer to receive the video and audio transmission of the virtual Annual General Meeting, you will need a browser and speakers or headphones.

To access the Company's AGM portal, you will need your individual access data, which you will receive with the voting card to the Annual General Meeting. You can log in to the AGM portal with these access data.

In order to avoid the risk of restrictions on the exercise of shareholder rights due to technical problems during the virtual Annual General Meeting, it is recommended - as far as possible - to exercise shareholder rights (in particular voting rights) **prior to the Annual General Meeting**. The AGM portal will be available for the exercise of shareholder rights from **Thursday, 4 June 2020**. Shareholders will receive further information on the AGM portal and the registration and usage conditions together with their voting card or on the Internet at:

www.deag.de

-> Investor Relations -> Annual General Meeting -> 2020.

Information on the availability of the audio and video transmission

Shareholders who have duly registered can follow the Annual General Meeting in full length live via video and audio transmission. The video and audio transmission of the virtual Annual General Meeting

and the availability of the AGM-portal may be subject to fluctuations based on current technological standards due to restrictions on the availability of the telecommunications network and the restriction of third-party Internet services, over which the Company has no influence. Therefore, the Company cannot assume any warranties or liability for the functionality and constant availability of the Internet services used, the network elements of third parties used, the video and audio transmission, or access to the AGM portal and its general availability. Nor does the Company accept any responsibility for errors and defects in the hardware and software used for the online service, including those of the service companies used, except in cases of intent. For this reason, the Company recommends that the above-mentioned options for exercising rights, in particular for exercising voting rights, be used at an early stage.

Berlin, May 2020

DEAG Deutsche Entertainment Aktiengesellschaft

The Management Board