

DES
Deutsche EuroShop

DES

INVITATION.



**ANNUAL GENERAL MEETING
ON 15 JUNE 2016
INVITATION AND AGENDA**

**ANNUAL GENERAL
MEETING**

**Deutsche EuroShop AG
Hamburg, Germany
WKN: 748 020
ISIN: DE 000 748 020 4**

**INVITATION
AND
AGENDA
2016**

Convenience translation –
the German version is the only binding version



FOR THE ANNUAL GENERAL MEETING ON 15 JUNE 2016

Dear Shareholders

By way of publication in the German Federal Official Gazette dated 2 May 2016 we have invited all shareholders to the

ANNUAL GENERAL MEETING

of Deutsche EuroShop AG
on Wednesday 15 June 2016 at 10 a.m.
at the Handwerkskammer Hamburg,
Holstenwall 12, 20355 Hamburg, Germany.

We would hereby like to inform you
of the convening of the Annual General Meeting
and of the agenda.



AGENDA

- 1. Presentation of the confirmed annual financial statements as at 31 December 2015, the consolidated financial statements as at 31 December 2015, as approved by the Supervisory Board, the Company management report and the Group management report with the Supervisory Board report for financial year 2015 and the Executive Board's explanatory report on disclosures pursuant to Section 289 (4) and Section 315 (4) of the Handelsgesetzbuch (HGB – German Commercial Code).**

The documents referred to above can be viewed and downloaded online at <http://www.deutsche-euroshop.de/AGM>.

On 26 April 2016, the Supervisory Board approved and thus adopted the annual financial statements and the consolidated financial statements drawn up by the Executive Board pursuant to Sections 172 and 173 of the Aktiengesetz (AktG – German Public Companies Act). A resolution to this effect by the Annual General Meeting is therefore unnecessary.

2. Utilisation of unappropriated surplus

The Executive Board and the Supervisory Board propose that the entire unap-proriated surplus for financial year 2015 of €72,826,473.60 be distributed to eligible shareholders; this corresponds to a dividend of €1.35 per share.

3. Approval of the actions of the Executive Board

The Executive Board and the Supervisory Board propose that the actions of the members of the Company's Executive Board serving in 2015 be approved for financial year 2015.

4. Approval of the actions of the Supervisory Board

The Executive Board and the Supervisory Board propose that the actions of the members of the Company's Supervisory Board serving in 2015 be approved for financial year 2015.

5. Election of the auditor for financial year 2016

At the recommendation of the Audit Committee, the Supervisory Board proposes that BDO AG Wirtschaftsprüfungsgesellschaft in Hamburg be appointed as the auditor for financial year 2016.

6. The passing of a resolution on changing the required voting majority for resolution of the Annual General Meeting and the corresponding change in the Articles of Association

Resolutions of the Annual General Meeting require a simple majority to be passed. If a majority of the capital is required, then a simple majority of the capital is required, unless the Articles of Association or the legal code dictate otherwise. A reverse exception to this rule is to be provided.

Section 13 (2) of the company's Articles of Association currently read as follows:

"Resolutions of the Annual General Meeting require a simple majority to be passed. If a majority of the capital is required, then a simple majority of the capital is required, unless the Articles of Association or the legal code dictate otherwise."

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

Article 13 (2) of the Articles of Association will be rewritten as follows:

"Resolutions of the Annual General Meeting require a simple majority to be passed. If a majority of the capital is required, then a simple majority of the capital is required, unless the Articles of Association or the legal code dictate otherwise. Exceptions are made for resolutions on the early recall of a Supervisory Board member, which are to be approved by a 75% majority of votes cast."



ATTENDANCE

I. Registration to attend the Annual General Meeting

Those shareholders who are entered in the share register as Company shareholders and whose registration forms to attend the Annual General Meeting reach the Company by midnight on 8 June 2016 at the latest shall be authorised to attend the Annual General Meeting and to exercise their voting rights.

Shareholders who are listed in the share register can register for the Annual General Meeting by writing to the Company at:

Deutsche EuroShop AG
c/o PR IM TURM HV-Service AG
Römerstraße 72 – 74
68259 Mannheim
Germany
Fax: +49 (0) 621/ 71 77 213

Information regarding registration can be found in the registration documentation, which is automatically sent to shareholders.

Shareholders can also register online at:

<http://www.hv-des.de>

For information on registering online, please refer to the registration documentation sent to you.

Registering for the Annual General Meeting does not block or restrict access to shares in any way, and, in particular, shareholders retain the right to sell them. The number of votes to which a shareholder is entitled depends on the number of shares registered in the share register on the day of the Annual General Meeting. The registered number of shares shall be the number registered on the date of close of registration for the Annual General Meeting, as no deletions, entries or amendments shall be made in the share register in the six days prior to the Annual General Meeting or on the day of the Annual General Meeting itself pursuant to Section 11 (5) of the Articles of Association. Acquirers of shares whose applications for changes of registration are received by the Company after midnight on 8 June 2016 will therefore be unable to exercise the entitlements to participate in the Annual General Meeting and the voting rights of these shares. In such cases, the entitlements to participate in the Annual General Meeting and the voting rights of these shares shall remain with the shareholder who is registered in the share register.

II. Exercising voting rights

1.) Exercising voting rights through a proxy

Shareholders may also exercise their voting rights at the Annual General Meeting through a proxy, such as the custodian bank, a shareholders' association or a person of their choice.

Pursuant to Section 13 (3) sentences 2 and 3 of the Articles of Association, the proxy authorisation may be issued in writing, by fax or by means of electronic data transmission.

Please send written proxy authorisations and fax proxy authorisations to:

Deutsche EuroShop AG
c/o PR IM TURM HV-Service AG
Römerstraße 72–74
68259 Mannheim
Germany
Fax: +49 (0) 621/ 71 77 213

To authorise a third party by means of electronic data transmission or to transmit a proxy authorisation electronically pursuant to Section 134 (3) AktG, please use the electronic proxy system at:

<http://www.hv-des.de>

You will need an individual PIN for the purposes of authentication, which you will receive with the registration documents. These will be sent to you automatically if you are entered in the share register.

Section 135 AktG applies where banks and persons deemed equivalent pursuant to Section 135 (8) AktG are authorised.

2.) Exercising voting rights through the proxy appointed by the Company

Deutsche EuroShop AG also allows its shareholders to authorise a Company-nominated proxy who shall be bound by the instructions of the shareholder to act as their representative at the Annual General Meeting. The Company has appointed Dr Achim Biedermann, Mannheim, as the Company-nominated proxy.

Detailed information can be found in the documentation sent to shareholders.

As well as the ability to register electronically, shareholders are also allowed to authorise and issue instructions to the Company-nominated proxy online at

<http://www.hv-des.de>

For organisational reasons, online authorisation of the Company-nominated proxy and the issuing of instructions are only possible until midnight on 14 June 2016. Authorisations and instructions in writing or other text forms, in particular at the Annual General Meeting itself, are unaffected. Further information on this can also be found in the registration documentation sent to you.

The proxy will only exercise voting rights and will not exercise any further rights such as the right to pose questions or to put forward proposals.

III. Information on the rights of shareholders pursuant to Sections 122 (2), 126 (1), 127 and 131 (1) AktG

1.) Agenda motions pursuant to Section 122 (2) AktG

Pursuant to Section 122 (2) AktG, shareholders whose shares together amount to at least one-twentieth or €500,000 of the share capital may request the inclusion and publication of motions on the agenda. Each new motion must be accompanied by an explanation or a proposed resolution.

The request must be made in writing and sent to the address below and must reach the Company by no later than midnight on 15 May 2016. Please send requests to the following address:

Deutsche EuroShop AG
Herr Patrick Kiss
Heegbarg 36
22391 Hamburg
Germany

Motions to be published – unless already included in the invitation – shall be published in the German Federal Official Gazette immediately upon receipt. In addition, they will form part of the notifications pursuant to Section 125 AktG. They will also be published on the Company's website at <http://www.deutsche-euroshop.de/AGM>.

2.) Countermotions and election proposals pursuant to Sections 126 (1) and 127 AktG

Shareholders may file countermotions and alternative election proposals to a proposal by the Executive Board and / or Supervisory Board on a specific item on the agenda. Such requests should be sent to the following address, stating the name of the shareholder and the reason(s) for the request:

Deutsche EuroShop AG
Herr Patrick Kiss
Heegbarg 36
22391 Hamburg
Germany
Telefax: +49 (0) 40 / 41 35 79 29
Mail: ir@deutsche-euroshop.de

Counter motions by shareholders that are received at least 14 days before the date of the Annual General Meeting, i.e. no later than midnight on 31 May 2016, at the given address will be published on the Internet at <http://www.deutsche-euroshop.de/AGM> for the attention of all shareholders without undue delay, together with any comments by the administration, provided that the requirements for the obligation to publish pursuant to Section 126 AktG are met. Counter motions by shareholders sent to any other address shall not be considered. The above statements on Section 126 (1) AktG (including those concerning the specified address) apply correspondingly to any proposal by a shareholder on the appointment of the auditor and the Group auditor pursuant to Section 127 AktG, although in this case no reason for the proposed appointment need be provided.

3.) Right of information pursuant to Section 131 (1) AktG

At the Annual General Meeting, any shareholder may, pursuant to Section 131 (1) AktG, request from the Executive Board information on Company matters, on the Company's legal and business relations with affiliated companies and on the situation of the Group and the companies included in the consolidated financial statements, provided the information is required for the correct assessment of the agenda item. The Executive Board may refuse to answer individual questions for the reasons stated in Section 131 (3) AktG.

4.) Additional explanations

Additional explanations of the rights of shareholders pursuant to Sections 122 (2), 126 (1), 127 and 131 (1) of the German Stock Corporation Act (AktG) can be found on the Internet at <http://www.deutsche-euroshop.de/AGM>.

IV. Publications on the Company's website

Information pursuant to Section 124a AktG will be published online for the attention of shareholders at <http://www.deutsche-euroshop.de/AGM>.

V. Information pursuant to Section 30b (1) (1) of the Wertpapierhandelsgesetz (WpHG – German Securities Trading Act)

At the time of convening this Annual General Meeting, the Company's share capital was divided into 53,945,536 no-par value shares with a total of 53,945,536 voting rights. The Company does not hold any treasury shares at the time of convening this Annual General Meeting.

VI. Information pursuant to Section 135 (2) AktG

Banks that were members of a syndicate which has purchased the most recent issue of the Company's securities within a period of five years:

Capital increase and convertible bond in November 2012
Commerzbank AG
Kempen & Co. N.V.
Merrill Lynch International

Hamburg, April 2016
Deutsche EuroShop AG
The Executive Board

SHOPPING: THE FULL EXPERIENCE.



FEEL SEE TASTE
SMELL HEAR



WAY DESCRIPTION

BY CAR

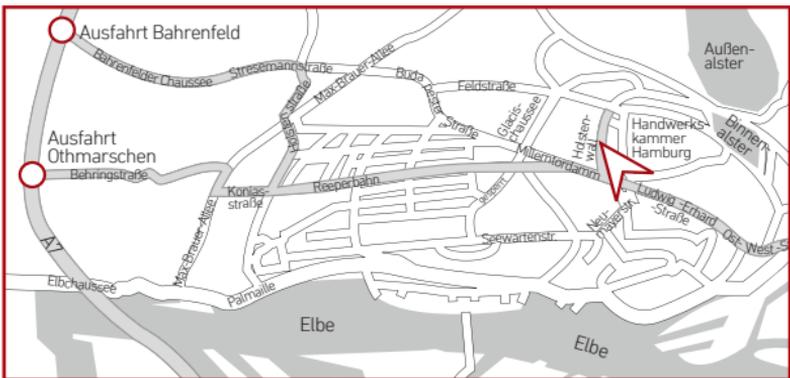
A7: Exit at Othmarschen, Bahrenfeld or Schnelsen

Head towards the city centre and the Hamburg-Mitte district.

A1: Coming from Lübeck and heading towards Hamburg:

Exit at Hamburg-Horn

Continue towards the city centre along Sievekingsallee and Bürgerweide. Turn right into Wallstraße. Continue along Wallstraße and Sechslingspforte until you reach the end. Turn left onto An der Alster and continue along this street until you reach Ferdinandstor, then turn right and cross the Lombardsbrücke bridge and continue straight ahead along Esplanade and Gorch-Fock-Wall until you reach Holstenwall.



BY BUS

The Handwerkskammer can be reached by taking bus number 112 from Hamburg Central Station (Hamburg-Hauptbahnhof) or Altona Station (Bahnhof Altona). The stop is called "Handwerkskammer Hamburg" and is located directly in front of the main entrance.

BY METRO (U-BAHN OR S-BAHN)

U2: Messehallen station

Take the Wallanlagen exit, go past the law courts and turn right into Holstenwall. Total walking distance: approx. 400 m.

U3: St. Pauli station

Take the Millerntor exit. It takes around five minutes on foot to reach Holstenwall from the station.

S1, S3: Stadthausbrücke station, S1 and S3 stop

Take the Michaelisstraße exit, go up the hill until you reach Große Neumarkt, cross Große Neumarkt, then turn left into Neuer Steinweg and right into Neanderstraße. When you reach Enckeplatz, turn left and continue along the street until you reach Holstenwall on the right.

