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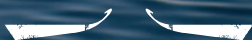
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Hamburg³

Invitation and Agenda
For the Annual General Meeting
on 20 June 2013



Deutsche EuroShop AG, Hamburg

✦ WKN: 748 020 / ISIN: DE 000 748 020 4



Invitation and Agenda For the Annual General Meeting on 20 June 2013



Dear Shareholders

By way of publication in the German Federal
Official Gazette dated 8 May 2013 we have
invited all shareholders to the

Annual General Meeting

of Deutsche EuroShop AG
on Thursday, 20 June 2013 at 10 a.m.
at the Handwerkskammer Hamburg,
Holstenwall 12, 20355 Hamburg

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



Convenience Translation – the German version ist the only
binding version

Agenda

- ✱ **1. Presentation of the confirmed annual financial statements as at 31 December 2012, the consolidated financial statements as at 31 December 2012, as approved by the Supervisory Board, the Company management report and the Group management report with the Supervisory Board report for financial year 2012 and the Executive Board’s explanatory report on disclosures pursuant to Section 289 (4) and (5) and Section 315 (4) of the Handelsgesetzbuch (HGB – German Commercial Code).**

The documents referred to above (German only) can be viewed and downloaded on the Internet at <http://www.deutsche-euroshop.de/HV>.

On 23 April 2013, 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 Stock Corporation 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 unappropriated surplus of €80,643,472.16 be used as follows:

| | |
|--|-----------------------|
| Distribution of a dividend of €1.20 to 53,945,536 no-par registered shares | €64,734,643.20 |
| Carried forward to new account: | €15,908,828.96 |
| | €80,643,472.16 |

- ✱ **3. Approval of the actions of the Executive Board**

The Executive Board and the Supervisory Board propose that the actions of the Company’s Executive Board be approved for financial year 2012.

- ✱ **4. Approval of the actions of the Supervisory Board**

The Executive Board and the Supervisory Board propose that the actions of the Company’s Supervisory Board be approved for financial year 2012.

- ✱ **5. Election of the auditor for financial year 2013**

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 2013.

✱ 6. Elections to the Supervisory Board

Pursuant to Sections 96(1) and 101(1) of the Aktiengesetz (AktG – German Public Companies Act) as well as Section 8(1) of the Articles of Association, the Supervisory Board is composed of nine members who are elected by the Annual General Meeting.

The term of office of the members of the Supervisory Board

Manfred Zaß
Alexander Otto
Dr Jörn Kreke

shall expire at the end of the Annual General Meeting on 20 June 2013.

At the recommendation of its Executive Committee, which simultaneously functions as a Nomination Committee, the Supervisory Board thus proposes that the following individuals be elected as members of the Company's Supervisory Board:

- a) Manfred Zaß, Banker, Königstein / Taunus
for the period until the end of the Annual General Meeting, which approves his actions for the first financial year following the start of his term of office, whereby the financial year during which the term of office begins shall not be included, thus until the 2015 Annual General Meeting.
- b) Alexander Otto, CEO of Verwaltung ECE Projektmanagement G.m.b.H., Hamburg
for the period until the end of the Annual General Meeting, which approves his actions for the fourth financial year following the start of his term of office, whereby the financial year during which the term of office begins shall not be included, thus until the 2018 Annual General Meeting.
- c) Dr Henning Kreke, Chairman of the Executive Board of DOUGLAS Holding AG, Hagen
for the period until the end of the Annual General Meeting, which approves his actions for the fourth financial year following the start of his term of office, whereby the financial year during which the term of office begins shall not be included, thus until the 2018 Annual General Meeting.

Disclosures regarding membership in other legally required supervisory boards and memberships in comparable domestic and foreign supervisory bodies for business enterprises:

- a) none
- b) Verwaltungsgesellschaft Otto mbH, Hamburg
Peek & Cloppenburg KG, Dusseldorf
- c) none

Notification pursuant to Section 5.4.1 of the 15 May 2012 version of the German Corporate Governance Code: The following personal and business relationships exist between the candidates and the Company, the bodies of the Company or one of the Company's major shareholders:

- a) Manfred Zaß holds 10,000 shares in the Company. There are no personal or business relationships with the bodies of the Company or one of the Company's major shareholders.

- b) Alexander Otto holds 5,163,390 shares in the Company both directly and indirectly. He is a shareholder of CURA Vermögensverwaltung G.m.b.H. where Supervisory Board member Thomas Armbrust works as managing director. CURA Vermögensverwaltung G.m.b.H. is a general partner of Kommanditgesellschaft CURA Vermögensverwaltung m.b.H. & Co. which is the sole general partner of ECE Projektmanagement G.m.b.H. & Co. KG. Alexander Otto and Supervisory Board Member Klaus Striebich are managing directors at Verwaltung ECE Projektmanagement G.m.b.H., the general partner of ECE Projektmanagement G.m.b.H. & Co. KG. ECE Projektmanagement G.m.b.H. & Co. KG is the landlord of the office space used by the Company.
No other personal or business relationships exist with the bodies of the Company or one of the Company's major shareholders.

- c) Dr Henning Kreke is Chairman of the Executive Board of DOUGLAS Holding AG, where Chairman Claus-Matthias Böge is a member of the supervisory board until 28 May 2013. Group companies of DOUGLAS Holding AG are tenants at shopping centers held by the Company. Dr Henning Kreke is the son of Supervisory Board member Dr Jörn Kreke who is a member of this body until the end of this Annual General Meeting.
No other personal or business relationships exist with the bodies of the Company or one of the Company's major shareholders.

Pursuant to Section 5.4.3 of the 15 May 2012 version of the German Corporate Governance Code, we hereby announce that, if elected, Mr Zaß will be a candidate for Chairman of the Supervisory Board.

The Annual General Meeting is not bound to the election nominations.

The election will be conducted on an individual basis in line with the German Corporate Governance Code.

Candidates' curriculum vitae can be found on the Company's website at <http://www.deutsche-euroshop.com/agm>

7. Resolution regarding the cancellation of the existing authorised capital 2010 and the creation of new authorised capital 2013 as well as related amendments to the Articles of Association

The authorised capital 2010 approved by the Annual General Meeting on 17 June 2010 under agenda item 9 and set forth in Section 5 of the Articles of Association has been utilised in part, whereby the option of a simplified exclusion of subscription rights pursuant to Section 186(3) sentence 4 AktG was exhausted in 2012. To ensure that the Company remains sufficiently flexible in future, the authorised capital and the possibility of a simplified exclusion of subscription rights shall again be increased. To this aim, the existing authorised capital 2010 will be cancelled and replaced by new authorised capital 2013.

The Executive Board and the Supervisory Board propose the following:

- a) The authorisation of the Executive Board to increase the share capital (authorised capital 2010) as approved by the Annual General Meeting on 17 June 2010 under agenda item 9 shall be cancelled with effect for the future from the date on which, following approval, the new authorised capital 2013 as specified below under lit. b) and lit. c) becomes effective through entry in the commercial register.
- b) The Executive Board is authorised, with the approval of the Supervisory Board, to increase the share capital of the Company by up to a total of €26,972,768.00 on one or several occasions until 19 June 2018 by issuing no-par value registered shares against cash or non-cash contributions (authorised capital 2013). In the case of cash contributions, the new shares can also be taken over by one or more banks or another company that meets the requirements of Section 186(5) sentence 1 AktG, subject to the obligation that they are offered exclusively to the shareholders for purchase (indirect subscription right). Shareholders are to be granted a subscription right in principle. The Executive Board is authorised, however, with the approval of the Supervisory Board, to exclude shareholders' subscription rights
 - (1) to remove fractional amounts from the subscription rights;
 - (2) if capital is increased against cash contributions and the issue price of the new shares is not significantly lower than the listed price of shares offering the same conditions at the time the Executive Board sets the final issue price. Pursuant to Section 186(3) sentence 4 AktG, the number of shares issued excluding subscription rights must not exceed 10% of the share capital, neither at the time the authorisation becomes effective nor at the time it is exercised. This number should include shares which are or will be issued for the purpose of servicing subscription rights stemming from warrant-linked or convertible bonds insofar as the bonds are issued exclusive of subscription rights during the period of validity of this authorisation pursuant to

Section 186 (3) sentence 4 AktG; furthermore, this number should also include shares that are sold exclusive of subscription rights during the period of validity of this authorisation on the basis of an authorisation to use treasury shares pursuant to Sections 71 (1) no. 8, 186 (3) sentence 4 AktG;

- (3) if this is necessary for the purpose of dilution protection in order to grant subscription rights to the holders or creditors of warrants or conversion rights stemming from warrant-linked or convertible bonds which were or will be issued by the Company and/or subsidiary Group companies at the level to which they would be entitled following exercising of the conversion right or warrant or upon fulfilment of the conversion obligation;
- (4) if capital is increased against non-cash contributions in order to grant shares as part of mergers or for the purpose of acquiring companies, parts of companies, shareholdings in companies or other assets.

Disregarding shares excluding subscription rights which were issued in order to offset fractional amounts and/or as dilution protection to the benefit of holders or creditors of warrant-linked or convertible bonds, this authorisation is restricted to the extent that, following exercising of the authorisation, the total number of shares issued exclusive of subscription rights as part of this authorised capital may not exceed 20% of the share capital existing at the time this authorisation becomes effective or, if lower, the share capital existing at the time the authorisation is utilised. This 20% limit should also include shares excluding subscription rights that are issued within the scope of any other authorised capital during the period of validity of the aforementioned authorisation and, in addition, any shares to be issued as the result of the exercising of rights or obligations attributed to warrant-linked or convertible bonds insofar as the relevant warrant-linked or convertible bonds are issued exclusive of subscription rights during the period of validity of this authorisation; exclusions of subscription rights to offset fractional amounts and/or for the purpose of dilution protection for holders or creditors of warrants or conversion rights stemming from warrant-linked or convertible bonds are exempted from the inclusion described above.

The Executive Board is also authorised, with the approval of the Supervisory Board, to determine the further details of the capital increase and all other details of the shares and the terms of issue. The Supervisory Board is authorised to revise the Articles of Association in accordance with the relevant utilisation of the authorised capital or after expiry of the authorisation.

- c) Section 5 of the Articles of Association will be rewritten as follows: “The Executive Board is authorised, with the approval of the Supervisory Board, to increase the share capital of the Company by up to a total of € 26,972,768 on one or several occasions until 19 June 2018 by issuing no-par value registered shares against cash or non-cash contributions (authorised capital 2013). In the case of cash contributions, the new shares can also be taken over by one or more banks or another company that meets the requirements of Section 186(5) sentence 1 AktG, subject to the obligation that they are offered exclusively to the shareholders for purchase (indirect subscription right). Shareholders are to be granted a subscription right in principle. The Executive Board is authorised, however, with the approval of the Supervisory Board, to exclude shareholders’ subscription rights
- a) to remove fractional amounts from the subscription rights;
 - b) if capital is increased against cash contributions and the issue price of the new shares is not significantly lower than the listed price of shares offering the same conditions at the time the Executive Board sets the final issue price. Pursuant to Section 186(3) sentence 4 AktG, the number of shares issued excluding subscription rights must not exceed 10% of the share capital, neither at the time the authorisation becomes effective nor at the time it is exercised. This number should include shares which are or will be issued for the purpose of servicing subscription rights stemming from warrant-linked or convertible bonds insofar as the bonds are issued exclusive of subscription rights during the period of validity of this authorisation pursuant to Section 186(3) sentence 4 AktG; furthermore, this number should also include shares that are sold exclusive of subscription rights during the period of validity of this authorisation on the basis of an authorisation to use treasury shares pursuant to Sections 71 (1) no. 8, 186(3) sentence 4 AktG;
 - c) if this is necessary for the purpose of dilution protection in order to grant subscription rights to the holders or creditors of warrants or conversion rights stemming from warrant-linked or convertible bonds which were or will be issued by the Company and / or subsidiary Group companies at the level to which they would be entitled following exercising of the conversion right or warrant or upon fulfilment of the conversion obligation;
 - d) if capital is increased against non-cash contributions in order to grant shares as part of mergers or for the purpose of acquiring companies, parts of companies, shareholdings in companies or other assets.

Disregarding shares excluding subscription rights which were issued in order to offset fractional amounts and / or as dilution protection to the benefit of holders or creditors of warrant-linked or convertible bonds, this authorisation is restricted to the extent that, following exercising of the authorisation, the total number of shares issued exclusive of subscription rights as part of this authorised capital may not exceed 20 % of the share capital existing at the time this authorisation becomes effective or, if lower, the share capital existing at the time the authorisation is utilised. This 20 % limit should also include shares excluding subscription rights that are issued within the scope of any other authorised capital during the period of validity of the aforementioned authorisation and, in addition, any shares to be issued as the result of the exercising of rights or obligations attributed to warrant-linked or convertible bonds insofar as the relevant warrant-linked or convertible bonds are issued exclusive of subscription rights during the period of validity of this authorisation; exclusions of subscription rights to offset fractional amounts and / or for the purpose of dilution protection for holders or creditors of warrants or conversion rights stemming from warrant-linked or convertible bonds are exempted from the inclusion described above.

The Executive Board is also authorised, with the approval of the Supervisory Board, to determine the further details of the capital increase and all other details of the shares and the terms of issue. The Supervisory Board is authorised to revise the Articles of Association in accordance with the relevant utilisation of the authorised capital or after expiry of the authorisation.”

✳ Executive Board’s report on item 7 on the agenda pursuant to Section 203 (2) sentence 2 in connection with Section 186 (4) sentence 2 of the AktG regarding the subscription right exclusion for authorised capital

The proposed authorised capital 2013 should help Deutsche EuroShop AG adapt quickly to changing markets in the interest of its shareholders. To do so, the Company requires the normal, necessary instruments for raising capital.

The authorised capital 2010 approved by the Annual General Meeting on 17 June 2010 under agenda item 9 and set forth in Section 5 of the Articles of Association has been utilised in part, whereby the option of a simplified exclusion of subscription rights pursuant to Section 186 (3) sentence 4 AktG was exhausted in 2012. With the help of the capital-raising measures employed in 2012, Deutsche EuroShop was able to take over the Herold-Center in Norderstedt, located on the northern outskirts of Hamburg, from West Register PRIME Norderstedt GmbH at the beginning of 2013. The investment volume was around €187 million, the initial rate of return about 6.1 %. The acquisition increased the portfolio of Deutsche EuroShop AG to 20 shopping centers with a market value of €3.8 billion. Two other capital-raising measures in 2010 served to acquire shareholdings in Wuppertal and Dresden (non-cash capital increase) as already explained at the 2010 Annual General Meeting, as well as to finance the acquisition of the Billstedt-Center in Hamburg (rights issue) which we reported on at the 2011 Annual General Meeting.

The Company should continue to have a large degree of flexibility in the future so that it is capable of covering its capital needs quickly. Consequently, the authorised capital should be increased once again. This is to be done by cancelling the authorised capital 2010 insofar as it still exists, and replacing it with new authorised capital 2013.

The structure and scope of the authorised capital 2013 is essentially the same as the authorised capital 2010; it is based on 50 % of the share capital of Deutsche EuroShop AG at the time the invitation was published.

When the authorised capital is utilised, shareholders will in principle have a subscription right.

Instead of directly issuing new shares to shareholders, the new shares can also be taken over by one or more banks specified by the Executive Board, subject to the obligation that they are offered to the shareholders for purchase (indirect subscription right). The use of banks as intermediaries merely facilitates the handling of the share issue from a technical perspective.

1. Exclusion of subscription rights for fractional amounts

The Executive Board should be able to, with the approval of the Supervisory Board, exclude subscription rights for fractional amounts (proposal for Section 5 lit. a of the Articles of Association). This authorisation will simplify administration aspects. Fractional amounts can result from the respective issue volumes and the subscription ratio. The value of a fractional amount apportionable to each share is generally low, while the expense of an issue without such an exclusion tends to be high.

2. Exclusion of subscription rights in the case of certain capital increases against cash contributions

The Executive Board should, with the approval of the Supervisory Board, be able to exclude subscription rights in the case of capital increases against cash contributions if the shares are issued at a price that, at the time of the final setting of the issue price, is not significantly below the share price (proposal for Section 5 lit. b of the Articles of Association). The Executive Board will attempt to keep any discount on the stock market price as low as possible under the market conditions prevailing at the time of issue.

Pursuant to Section 186 (3) sentence 4 AktG, the number of shares issued excluding subscription rights must not exceed 10 % of the share capital, neither at the time the authorisation becomes effective nor at the time it is exercised. This number should include shares which are or will be issued for the purpose of servicing subscription rights stemming from warrant-linked or convertible bonds insofar as the bonds are issued exclusive of subscription rights during the period of validity of this authorisation pursuant to Section 186 (3) sentence 4 AktG; furthermore, this number should also include shares that are sold exclusive of subscription rights during the period of validity of this authorisation on the basis of an authorisation to use treasury shares pursuant to Sections 71 (1) no. 8, 186 (3) sentence 4 AktG;

These requirements take account of shareholders' interest in protecting their share-holdings from dilution in a manner that is compliant with legal regulations. Due to the fact that new shares are issued at a price similar to their stock market price as well as the limited volume of a capital increase for which subscription rights are excluded, shareholders have the opportunity to purchase the shares they need to maintain their stake in the Company at nearly the same conditions as on the market. At the same time, this simplifies the Company's financing efforts by way of raising capital. It puts Deutsche EuroShop AG in a position to quickly cover any capital needs that might arise on short notice, i.e. as a result of opportunities that appear on the market. High considerations must be paid for this, particularly when it comes to investments in shopping centers that boost our enterprise value even further. Excluding subscription rights not only permits the Company to act in a more timely manner but also place shares at a price similar to that on the stock market and generally with a lower discount than for rights issues. Moreover, new shareholder groups can be targeted through this kind of placement. This ensures that the economic and voting rights of shareholders are adequately protected when shares are issued from the authorised capital under exclusion of subscription rights in accordance with the legal assessment of Section 186 (3) sentence 4 AktG, while granting the Company added flexibility in the interest of all shareholders.

3. Exclusion of subscription rights in case of dilution protection

Moreover, with the approval of the Supervisory Board, the Executive Board should be able to exclude subscription rights wherever necessary in order to offer subscription rights for new shares to the holders of warrant-linked or convertible bonds if specified by the terms of the bonds (proposal for Section 5 lit. c of the Articles of Association). To facilitate their placement on the capital market, bonds such as these have dilution protection which states that bond holders can be granted subscription rights to new shares in subsequent share issues in the same way that shareholders are entitled to. They would thus be treated as if they already were shareholders. In order to equip bonds with this kind of dilution protection, shareholders' subscription rights to these shares must be excluded. This facilitates placement of the bonds and serves shareholders' interest in achieving an optimised financial structure for the Company.

4. Exclusion of subscription rights in case of non-cash capital increases

The Executive Board shall be authorised, with the approval of the Supervisory Board, to exclude subscription rights for non-cash capital increases (proposal for Section 5 lit. d of the Articles of Association). In the future, as in the past, we want to be able to purchase shopping centers, land, companies, parts of companies and shareholdings so that our enterprise value continues to increase. In many cases, very high considerations have to be paid for this, which has an adverse effect on the liquidity of our Company when we pay in cash rather than in shares. Sometimes sellers, too, insist on receiving shares as consideration as this can be more favourable to them, or they agree to payment in the form of shares. The possibility of using shares as acquisition financing gives the Company the necessary scope to take quick and flexible advantage of the acquisition

opportunities that arise and enables it to acquire major shareholdings itself in return for the transfer of shares. For this, the shareholders' subscription right needs to be able to be excluded. As such an acquisition has to take place at short notice, it cannot generally be agreed by the Annual General Meeting, which takes place once a year. The Executive Board requires authorised capital that it can access quickly – with the agreement of the Supervisory Board.

5. 20 % limit for exclusions of subscription rights

The total number of shares issued exclusive of subscription rights as part of this authorisation (not including exclusions of subscription rights for the purpose of offsetting fractional amounts as well as for offering dilution protection to the holders of warrant-linked and convertible bonds) must not exceed 20 % of the share capital existing at the time this authorisation becomes effective or, if lower, the share capital existing at the time the authorisation is utilised. Certain exclusions of subscription rights linked to other authorisations are included in this amount. These requirements limit the total volume of the shares issued from authorised capital exclusive of subscription rights and thus offer shareholders additional protection against a dilution of their stakes.

The Executive Board will carefully examine each individual case to determine whether to utilise its authorisation to raise capital exclusive of subscription rights. This option will only be utilised if both the Executive Board and the Supervisory Board feel that this is in the interest of the Company and thus its shareholders.

Every year, the Executive Board will provide a report detailing its utilisation of authorised capital exclusive of subscription rights at the next Annual General Meeting.

Attendance

✱ I. Registration to attend the Annual General Meeting

Those shareholders who are entered on the share register as Company shareholders and whose registration forms to attend the Annual General Meeting reach the Company by 12 midnight on 13 June 2013 at the latest are authorised to attend the Annual General Meeting and to exercise their voting rights.

Shareholders who are listed on 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 that 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 shareholders in particular 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 will be the number registered on the date of close of registration for the Annual General Meeting, as no deletions, entries or amendments are 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 12 midnight on 13 June 2013 will therefore be unable to exercise the entitlements to participate at 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 will 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) sentence 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 with proof of authenticity.

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 forms. 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 is 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 12 midnight on 19 June 2013. 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.

Proxies will only exercise voting rights and will not exercise any further rights such as the right to question or the right to put forward proposals.

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

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

Pursuant to Section 122 (2) AktG, shareholders whose stake together amounts to at least one twentieth of the share capital or the pro rata value of €500,000.00, 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 should be made in writing. It should be sent to the address below and must reach the Company by no later than 12 midnight on 20 May 2013. Please send requests to the following address:

Deutsche EuroShop AG
Patrick Kiss
Heegbarg 36
22391 Hamburg
Germany

Motions to be published (German only) – unless already included in the invitation – will be published immediately upon receipt in the German Federal Official Gazette. In addition, they 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/HV>.

2.) Countermotions and election proposals pursuant to Sections 126 (1), 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, including the name of the shareholder and reason:

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

Countermotions by shareholders that are received at least 14 days before the date of the Annual General Meeting, i.e. no later than 12 midnight on 5 June 2013, at the given address will be published (German only) on the Internet at <http://www.deutsche-euroshop.de/HV> 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. Countermotions by shareholders sent to any other address will not be considered. The above statements on Section 126(1) AktG (including those concerning the listed address) correspondingly apply to a shareholder's proposal on the appointment of the auditors and the Group auditors pursuant to Section 127 AktG, although in this case no reason needs to be provided for the proposed appointment.

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

At the Annual General Meeting, every shareholder can request from the Executive Board, pursuant to Section 131 (1) AktG, information on Company matters, on the Company's legal and business relations to affiliate 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 can 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 Aktiengesetz (AktG – German Stock Corporation Act) can be found (German only) on the Internet at <http://www.deutsche-euroshop.de/HV>.

✦ **IV. Publications on the Company's website**

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

✦ **V. Information pursuant to Section 30b(1) point 1 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 did not hold any treasury shares at the time of convening this Annual General Meeting.

✦ **VI. Information pursuant to Section 135(2) AktG**

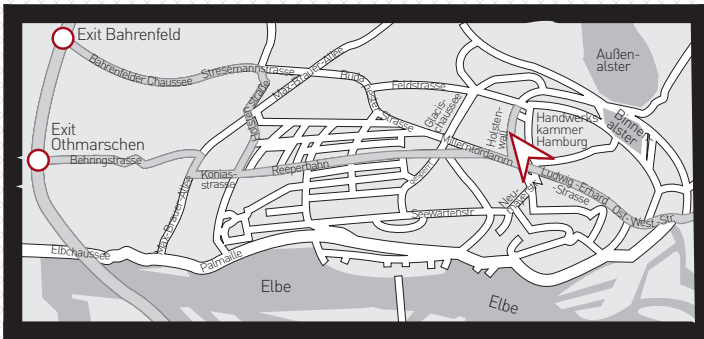
Banks that were members of a syndicate which has purchased the most recent issue of the Company's securities within a period of five years:

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

Hamburg, May 2013
Deutsche EuroShop AG
The Executive Board



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 Siebekingsallee and Bürgerweide. Turn right into Wallstraße. Continue along Wallstraße and Sechslingsporte 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 Großneumarkt, cross Großneumarkt, 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.

Please tear business reply here



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* We will send the annual report to our shareholders or interested parties only if desired.
The quarterly reports will be available for download on our website on
www.deutsche-euroshop.com/ir.

Franking
optional

Business reply

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