

DES  
Deutsche EuroShop

# DES

## INVITATION

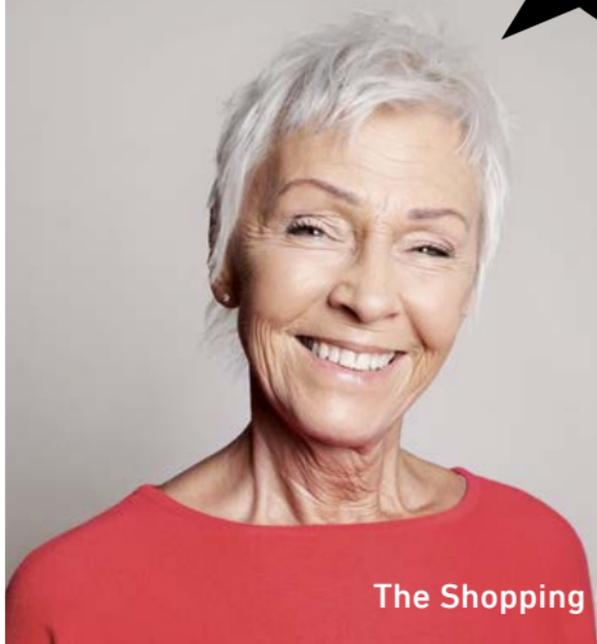
AND AGENDA  
ANNUAL GENERAL MEETING  
28 JUNE 2017

EMOTIONAL

"I USED TO ONLY  
INVEST IN SHOES  
AND HANDBAGS ..."

RATIONAL

"... NOW I'M AFTER  
A HIGH DIVIDEND  
TOO."



The Shopping Center Company

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



# INVITATION AND AGENDA 2017



# **ANNUAL GENERAL MEETING ON 28 JUNE 2017**

Dear Shareholders,

By way of publication in the German Federal Official Gazette dated 17 May 2017 we have invited all shareholders to our

## **ANNUAL GENERAL MEETING**

on Wednesday 28 June 2017 at 10 a.m.  
at the Handwerkskammer Hamburg,  
Holstenwall 12, 20355 Hamburg, Germany

Convenience Translation –  
the German version is the only binding version



## AGENDA

- 1. Presentation of the confirmed annual financial statements as at 31 December 2016, the consolidated financial statements as at 31 December 2016, as approved by the Supervisory Board, the Company management report and the Group management report with the Supervisory Board report for financial year 2016 and the Executive Board's explanatory report on disclosures pursuant to Sections 289 (4) and 315 (4) of the Handelsgesetzbuch (HGB – German Commercial Code)**

The documents referred to above can be viewed and downloaded (German only) online at [deutsche-euroshop.de/HV](http://deutsche-euroshop.de/HV).

On 26 April 2017, the Supervisory Board approved and thereby 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 for financial year 2016**

The Executive Board and the Supervisory Board propose that the entire unappropriated surplus for financial year 2016 of €81,766,994.40 be distributed to eligible shareholders; this corresponds to a dividend of €1.40 per share.

- 3. Approval of the actions of the Executive Board for financial year 2016**

The Executive Board and the Supervisory Board propose that the actions of the members of the Company's Executive Board serving in 2016 be approved for financial year 2016.

#### **4. Approval of the actions of the Supervisory Board for financial year 2016**

The Executive Board and the Supervisory Board propose that the actions of the members of the Company's Supervisory Board serving in 2016 be approved for financial year 2016.

#### **5. Election of the auditor for financial year 2017**

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 2017.

#### **6. Elections to the Supervisory Board**

Pursuant to Sections 96 (1) and 101 (1) AktG and Article 8 (1) of the Articles of Association, the Supervisory Board is composed of nine members who are elected by the Annual General Meeting.

The terms of office of the Supervisory Board members Reiner Strecker, Karin Dohm and Klaus Striebich expire at the end of the Annual General Meeting on 28 June 2017.

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

- a) Reiner Strecker,  
personally liable partner,  
Vorwerk & Co. KG, Wuppertal,  
residing in Wuppertal

for the period until the end of the Annual General Meeting that 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 2022 Annual General Meeting.

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- b) Karin Dohm,  
Global Head of Regulatory Affairs,  
Deutsche Bank AG, Frankfurt,  
residing in Kronberg im Taunus

for the period until the end of the Annual General Meeting that approves her actions for the fourth financial year following the start of her term of office, whereby the financial year during which the term of office begins shall not be included, thus until the 2022 Annual General Meeting.

- c) Klaus Striebich,  
Managing Director Leasing,  
Verwaltung ECE Projektmanagement G.m.b.H., Hamburg,  
residing in Besigheim

for the period until the end of the Annual General Meeting that 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 2022 Annual General Meeting.

Disclosures regarding membership of other statutory supervisory boards (1.) or of comparable supervisory bodies of business enterprises in Germany or other countries (2.):

for a)

- akf Bank GmbH & Co. KG, Wuppertal (2.)

for b)

- Deutsche Bank Europe GmbH, Frankfurt (Chair) (2.)
- Deutsche Bank Luxembourg S.A., Luxembourg (2.)
- Metro AG, Dusseldorf (1.)

for c)

- MEC Metro-ECE Centermanagement GmbH & Co. KG, Dusseldorf (Chair) (2.)
- Unternehmensgruppe Dr. Eckert GmbH, Berlin (1.)

Notification pursuant to Section 5.4.1 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:

for a)

There are no personal or business relationships with the bodies of the Company or any of the Company's major shareholders. Reiner Strecker holds 3,975 shares in the Company.

for b)

Karin Dohm is Global Head of Regulatory Affairs of Deutsche Bank AG, Frankfurt. Deutsche Bank AG, Frankfurt, is one of several banking relationships for the Group. No other personal or business relationships exist with the bodies of the Company or any of the Company's major shareholders. Karin Dohm holds no shares in the Company.

for c)

Klaus Striebich is a Member of the Management Board of Verwaltung ECE Projektmanagement G.m.b.H., Hamburg. Alexander Otto (major shareholder and Member of the Supervisory Board of Deutsche EuroShop AG) is CEO of Verwaltung ECE Projektmanagement G.m.b.H., Hamburg. Verwaltung ECE Projektmanagement G.m.b.H., Hamburg, is a shareholder of ECE Projektmanagement G.m.b.H. & Co. KG, Hamburg, a key provider of services for the Group and the landlord of the office space used by the Company. No other personal or business relationships exist with the bodies of the Company or any of the Company's major shareholders. Klaus Striebich holds 27,000 shares in the Company.

Pursuant to Section 5.4.3 of the German Corporate Governance Code, it is hereby announced that, if elected, Mr Strecker will be a candidate for Chairman of the Supervisory Board.

The elections shall take the form of individual elections conducted in accordance with the German Corporate Governance Code.

The Supervisory Board has established that the proposed candidates are able to dedicate the time required to this office.

Candidates' curricula 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 2013 and the creation of new authorised capital 2017 as well as related amendments to the Articles of Association**

The authorised capital 2013 approved by the Annual General Meeting on 20 June 2013 under agenda item 7 and set forth in Article 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 almost exhausted in 2017. In addition, the authorised capital 2013 expires on 19 June 2018 – and thus most likely before the next Annual General Meeting 2018. To ensure that the Company remains sufficiently flexible in future, the authorised capital and the option of a simplified exclusion of subscription rights shall again be increased. To this end, the existing authorised capital 2013 will be cancelled and replaced by new authorised capital 2017.

The Executive Board and the Supervisory Board propose the following:

- a) The authorisation of the Executive Board to increase the share capital (authorised capital 2013) as approved by the Annual General Meeting on 20 June 2013 under agenda item 7 shall be cancelled with effect for the future from the date on which, following approval, the new authorised capital 2017 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 €11,680,999 on one or several occasions until 27 June 2022 by issuing no-par value registered shares against cash or non-cash contributions (authorised capital 2017). 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. However, the Executive Board is authorised, 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 limit 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 limit 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 and 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 and/or conversion rights or obligations 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;

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- (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 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 and/or conversion rights or obligations 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) Article 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 €11,680,999 on one or several occasions until 27 June 2022 by issuing no-par value registered shares against cash or non-cash contributions (authorised capital 2017). 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. However, the Executive Board is authorised, 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 and 186 (3) sentence 4 AktG;*

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- c) *if this is necessary for the purpose of dilution protection in order to grant subscription rights to the holders or creditors of warrants and/or conversion rights or obligations 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 and/or conversion rights or obligations 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 AktG regarding the subscription right exclusion for authorised capital

In a market environment strongly characterised by competition for appealing properties, the proposed authorised capital 2017 should enable Deutsche EuroShop AG to quickly take advantage of opportunities in the interest of its shareholders, potentially at very short notice. To do so, the Company requires instruments to raise capital that are customary and necessary for listed companies.

The authorised capital 2013 approved by the Annual General Meeting on 20 June 2013 under agenda item 7 and set forth in Article 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 almost exhausted in 2017. With the help of the measures to increase capital employed in 2017, Deutsche EuroShop AG was able to acquire the Olympia Center located in Brno in the Czech Republic from two funds, which were being managed by Rockspring Property Investment Managers and ECE Real Estate Partners, respectively. The investment volume amounted to around €382 million and the net operating income (NOI) yield was in the region of 5.1%. The acquisition increased the portfolio of Deutsche EuroShop AG to 21 shopping centers with a market value of €5.1 billion (on assumption of 100% participation in each case).

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. The intention is therefore to again increase authorised capital, especially the authorisation to issue under simplified exclusion of subscription rights, pursuant to Section 186 (3) sentence 4 AktG. In addition, as the authorised capital 2013 expires on 19 June 2018 – and thus most likely before the next Annual General Meeting 2018 – the intention is to already cancel the authorised capital 2013 now and create the new authorised capital 2017.

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The structure of the authorised capital 2017 is essentially the same as the authorised capital 2013; it is based on 20% 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 or another company that meets the requirements of Section 186 (5) sentence 1 AktG as intermediaries merely makes the technical processing of the share issue easier..

However, in certain cases shareholders' subscription rights may be excluded:

### **1. Exclusion of subscription rights for fractional amounts**

The Executive Board should, with the approval of the Supervisory Board, be able to exclude subscription rights for fractional amounts (proposal for Article 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 Article 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 and 186 (3) sentence 4 AktG.

These requirements take account of shareholders' interest in protecting their shareholdings 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 at 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 whenever 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 Article 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' interests 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 Article 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, it must be possible to exclude the shareholders' subscription right in the interest of the Company. 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. Limit of 20% 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 substantial 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.

## **8. Amendment of the Articles of Association (Article 9 (2) and (3))**

In the convening of Supervisory Boards meetings, passing of resolutions and transfer of a proxy authorisation to other Supervisory Board members, the Articles of Association do not take into consideration modern electronic communication. The Articles of Association shall therefore be amended accordingly.

Article 9 (2) of the current Articles of Association has the following wording:

*The Supervisory Board is quorate if the members have been invited by letter or by fax sent to the last known address, and at least half of its members participate in the resolution by casting a vote either in person or in writing. The meeting is chaired by the Chairman of the Supervisory Board or his Deputy. The Meeting Chairman determines the voting procedures.*

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Article 9 (3) of the current Articles of Association has the following wording:

*Members of the Supervisory Board who are prevented from taking part in a meeting of the Supervisory Board may cast votes by submitting a written vote via another Supervisory Board member authorised to do so in writing by the former.*

The Executive Board and the Supervisory Board propose to that Article 9 (2) and Article 9 (3) of the Articles of Association are reworded as follows:

“Article 9 (2)

*Notice of meetings may be given in writing or by phone, fax or email. The Supervisory Board is quorate if at least half of its members participate in the resolution by casting a vote either in person or in writing. The meeting is chaired by the Chairman of the Supervisory Board or his Deputy. The Meeting Chairman determines the voting procedures.*

Article 9 (3)

*Members of the Supervisory Board who are prevented from taking part in a meeting of the Supervisory Board may cast votes by submitting a written vote via another Supervisory Board member authorised to do so in writing by the former. The submission of a written vote shall count if it is cast by fax or email.”*



# 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 21 June 2017 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 Computershare Operations Center  
80249 Munich  
Germany  
Fax: +49 (0) 89 30903-74675  
Email: [anmeldestelle@computershare.de](mailto:anmeldestelle@computershare.de)

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.

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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 Article 11 (5) of the Articles of Association. Acquirers of shares whose applications for changes of registration are received by the Company after midnight on 21 June 2017 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 Article 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 Computershare Operations Center  
80249 Munich  
Germany  
Fax: +49 (0) 89 30903-74675

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, Weinheim, 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 27 June 2017. 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 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 €500,000.00 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 respective shareholders must provide proof that they have been holders of the shares for at least 90 days before the date on which the request was received and that they will hold the shares until the Executive Board makes its decision on the application (cf. Section 142 (2) sentence 2 AktG in conjunction with Section 122 (1) sentence 3 and (2) sentence 1 AktG).

The request must be made in writing and sent to the address below and must reach the Company by no later than midnight on 28 May 2017. Please send requests to the following address:

Deutsche EuroShop AG  
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/HV> (German only).

#### **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  
Patrick Kiss  
Heegbarg 36  
22391 Hamburg  
Germany  
Fax: +49 (0) 40 / 41 35 79 29  
Email: 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 midnight on 13 June 2017, at the given address will be published on the Internet at <http://www.deutsche-euroshop.de/HV> (German only) 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 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/HV> (German only).

#### **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/HV> (German only).

#### **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 58,404,996 no-par-value shares with a total of 58,404,996 voting rights. The Company does not hold any treasury shares at the time of convening this Annual General Meeting.

Hamburg, May 2017

Deutsche EuroShop AG  
The Executive Board



Find out for yourself. There's more information  
in the 2016 Annual Report, at  
[www.deutsche-euroshop.de/IR](http://www.deutsche-euroshop.de/IR)



# READER'S SERVICE: SUBSCRIBE TO DEUTSCHE EUROSHOP!

I would like to get information on Deutsche EuroShop AG regularly:

Newsletter by e-mail  printed version of annual report (annually)

I am  a DES shareholder  just interested

Something I have always wanted to tell you (positive and negative feedback, etc.):

Name: \_\_\_\_\_

Street: \_\_\_\_\_

Postcode and city: \_\_\_\_\_

E-mail: \_\_\_\_\_

**Shareholder Reference Number (SRN) (if known):** - - - - -

\*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](http://www.deutsche-euroshop.com/ir).

Franking  
optional

Business reply

Deutsche EuroShop AG  
Investor & Public Relations  
Heegbarg 36

22391 Hamburg  
Germany



# WAY DESCRIPTION

## By car

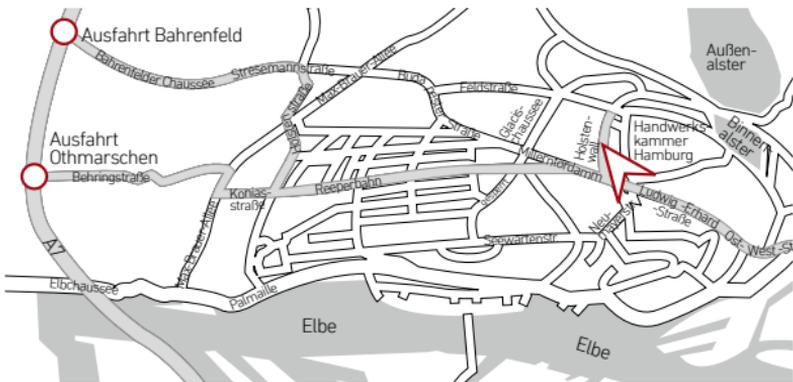
### A7: Exit at Othmarschen, Bahrenfeld or Schnelsen

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.



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[www.deutsche-euroshop.ag](http://www.deutsche-euroshop.ag)