

Deutsche EuroShop AG, Hamburg

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Agenda item 6 of the
Annual General Meeting
held on 12 June 2019

Nomination process for Dr. Anja Disput, Henning Eggers and Claudia Plath

Thomas Armbrust, Beate Bell and Manuela Better were elected as members of the Supervisory Board of Deutsche EuroShop AG until the 2019 Annual General Meeting. Thomas Armbrust, Manuela Better and Beate Bell informed the Chairman of the Supervisory Board in good time that they did not wish to stand for re-election.

The Supervisory Board continued to discuss its ideas further about the number of members and composition of the Board in its meetings in 2018 and 2019. The Supervisory Board is of the opinion that the special structure of the company with few individuals operationally active and very high capital expenditure continues to justify a number of nine members on the Supervisory Board.

When selecting potential candidates for succession as members of the Supervisory Board, the Executive Committee, which also functions as the Nomination Committee, thoroughly discussed and carefully weighed all of the criteria it had set for the target composition of the Supervisory Board. The criteria for composition include:

- most of the members should be independent and should include both men and women
- the members should have knowledge and experience of the following areas: application of accounting principles and internal audit processes in accordance with German and/or international accounting principles, retail, rental of retail space as well as management of shopping centers, equity and debt financing, capital market, corporate governance and business management.

No suitable applications for the positions up for election were received by the Supervisory Board, in terms of the required diversity in combination with the desired knowledge and experience. The Supervisory Board conducted its search from among its own environment, and also approached and examined, with external support, other candidates who seemed to be basically suitable.

The Executive Committee, which also acts as nomination committee, discussed its selection of candidates in its meeting on 11 April 2019 and decided on a final selection. At its meeting on 25 April 2019, the Presiding Committee presented the three candidates Dr. Disput, Mr. Eggers and Ms. Plath to the Supervisory Board as nominations for election at the Annual General Meeting on the basis of their qualifications. The three candidates have indicated their willingness to stand for election.

At the same meeting, the Supervisory Board decided to propose to the Annual General Meeting on 12 June 2019 the election of Dr. Anja Disput, Henning Eggers and Claudia Plath to the Supervisory Board.

a) **Dr. Anja Disput:** Dr. Disput, through her professional activities as a lawyer and partner in the field of real estate at Curtis, Mallet-Prevost, Colt & Mosle LLP, Frankfurt am Main, as well as her previous work in a similar capacity at Taylor Wessing, Frankfurt am Main, has gained many years of extensive experience

- in the purchase and sale of commercial real estate,
- in commercial tenancy law,
- in the administration of commercial real estate, and
- in compliance with real estate law.

Dr. Anja Disput holds no shares in the Company. She is deemed to be independent.

b) **Henning Eggers:** Mr. Eggers, through his professional activity as a member of the Board of Management of CURA Vermögensverwaltung G.m.b.H. and his previous activities, including as a tax consultant in an auditing company, has extensive experience

- of applying accounting principles and internal audit processes in accordance with German and international accounting principles,
- in equity and debt financing,
- in corporate governance and corporate leadership.

Henning Eggers holds 1,100 shares in the Company and is deemed to be dependent.

c) **Claudia Plath:** Ms. Plath, through her professional activity as Managing Director Finance, Verwaltung ECE Projektmanagement G.m.b.H. (ECE), Hamburg, as well as her many years of service for the Company in various functions, has gained extensive experience

- in the application of accounting principles and internal audit processes in accordance with German and international accounting principles,
- in equity and debt financing,
- in corporate governance and corporate leadership
- in the management of shopping centers.

Claudia Plath holds 4,260 shares in the Company and is deemed to be dependent.

If Dr. Anja Disput, Henning Eggers and Claudia Plath are elected to the Supervisory Board of Deutsche EuroShop AG, it will continue to fulfil all criteria for its composition. The majority of the members of the Supervisory Board are independent and the target for the quota of women continues to be met. The Supervisory Board also believes that the legal knowledge of Dr. Anja Disput, and the knowledge possessed by Henning Eggers and Claudia Plath about the Company and its shopping centers, will have a positive impact on the collaboration.