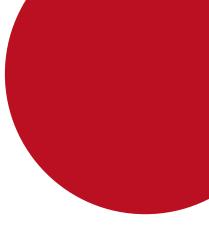


# INVITATION



Deutsche EuroShop AG Hamburg German securities no.: 748 020 ISIN: DE 000 748 020 4

INVITATION AND AGENDA 202<mark>0</mark>



We hereby invite our shareholders to our

# (VIRTUAL) ANNUAL GENERAL MEETING

on Tuesday, 16 June 2020, at 10.00 a.m. (CEST).

(Convenience Translation – the German version is the only binding version)



The Annual General Meeting will take place as a virtual Annual General Meeting without the physical presence of the shareholders (this invitation refers to all genders; for the sake of readability, no other forms are mentioned) and their proxies (with the exception of the proxies appointed by the Company) at Saseler Damm 39b, 22395 Hamburg, Germany.

The Annual General Meeting will be broadcast live online with image and sound transmission (German only) for shareholders who have duly registered at the web address

#### www.deutsche-euroshop.de/HV

using a password-protected internet service. Shareholders and their proxies may only exercise their voting rights by absentee voting or by granting power of attorney to the proxies appointed by the Company. Further details about this procedure can be found below beneath the agenda.



# AGENDA

 Presentation of the adopted annual financial statements as at 31 December 2019, the consolidated financial statements as at 31 December 2019, as approved by the Supervisory Board, the Company management report and the Group management report with the Supervisory Board report for financial year 2019 and the Executive Board's explanatory report on disclosures pursuant to Sections 289a (1) and 315a (1) of the Handelsgesetzbuch (HGB – German Commercial Code)

The above-mentioned documents can be viewed and downloaded (German only) online at

### www.deutsche-euroshop.de/HV.

On 24 April 2020, the Supervisory Board approved 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). The annual financial statements have thus been adopted. A resolution to this effect by the Annual General Meeting is therefore unnecessary.

## 2. Utilisation of unappropriated surplus for financial year 2019

The Executive Board and the Supervisory Board propose that the unappropriated surplus of €34,629,063.08 for financial year 2019 be carried forward.

## 3. Approval of the actions of the Executive Board for financial year 2019

The Executive Board and the Supervisory Board propose that the actions of the members of the Company's Executive Board serving in 2019 be approved for financial year 2019.

## 4. Approval of the actions of the Supervisory Board for financial year 2019

The Executive Board and the Supervisory Board propose that the actions of the members of the Company's Supervisory Board serving in 2019 be approved for financial year 2019.

### 5. Election of the auditor for financial year 2020

At the recommendation of the Audit Committee, the Supervisory Board proposes that BDO AG Wirtschaftsprüfungsgesellschaft in Hamburg be appointed as the auditor and the Group auditor for the financial year 2020.

In its recommendation, the Audit Committee declared that it is free from undue influence by third parties and that no clause of the type referred to in Article 16(6) of the EU Audit Regulation has been imposed on it (Regulation (EU) No 537/2014 of the European Parliament and of the Council of 16 April 2014 on specific requirements regarding statutory audit of public-interest entities and repealing Commission Decision 2005/909/EC).

BDO AG Wirtschaftsprüfungsgesellschaft, Hamburg has declared to the Supervisory Board that there are no business, financial, personal or other relationships between itself, its executive bodies and its head auditors, on the one hand, and the Company and the members of the Company's executive bodies, on the other, that could give rise to doubts about its independence.



## 6. Election 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 Annual General Meeting is not bound by the election nominations.

The term of office of Supervisory Board member Mr Roland Werner expires at the end of the Annual General Meeting on 16 June 2020.

At the recommendation of its Executive Committee, which simultaneously functions as a Nomination Committee, the Supervisory Board thus proposes that

#### Mr Roland Werner

### Chairman of the Board of Management of Bijou Brigitte modische Accessoires AG, Hamburg, residing in Hamburg,

be re-elected as a member of the Company's Supervisory Board 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, i.e. until the 2025 Annual General Meeting.

Mr Roland Werner is not a member of any other company's statutory supervisory board or a member of a comparable domestic or foreign supervisory body of a commercial enterprise. Information on the personal or business relationships with Deutsche EuroShop AG or its Group companies or the executive bodies of Deutsche EuroShop AG or a major shareholder of the Company that must be disclosed in accordance with the German Corporate Governance Code: Mr Roland Werner is the Chairman of the Board of Management of Bijou Brigitte modische Accessoires AG (Bijou Brigitte). Bijou Brigitte is a rental contract partner in shopping centers of Deutsche Euro-Shop AG. No personal or significant business relationships exist with the Company, the executive bodies of the Company or any of the Company's major shareholders. Roland Werner holds 525 shares in the Company.

The nomination takes account of the statutory requirements as well as the objectives adopted by the Supervisory Board for its composition and strives to complete the competence profile drawn up by the Supervisory Board for the entire Supervisory Board. The goals and the competence profile were last approved by the Supervisory Board on 24 April 2020 and, including the status of implementation, are published in the Corporate Governance Report for financial year 2019. This is contained in the 2019 Annual Report and on the Company's website.

In accordance with the German Corporate Governance Code, the proposed candidate will ensure that he has sufficient time to carry out his duties; in addition, the Supervisory Board has satisfied itself that the proposed candidate is able to devote the expected amount of time.

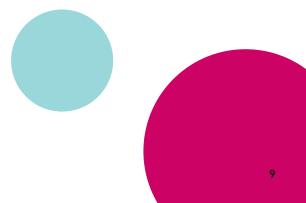
The proposed candidate's curriculum vitae can be found on the Company's website at www.deutsche-euroshop.com/AGM.

## 7. New version of Article 13 (3) of the Articles of Association

The provision in the Articles of Association governing the granting of powers of attorney is to be aligned with the latest technological possibilities.

The Executive Board and the Supervisory Board therefore propose that Article 13 (3) of the Articles of Association be reworded as follows:

"The voting rights can be exercised by a proxy in accordance with the applicable legal provisions. Where issuing of the power of attorney is not subject to Section 135 AktG, the issuing of the power of attorney by declaration to the Company or to the proxy appointed by the Company, the revocation of such power of attorney and the provision of evidence of such authorisation to the Company may also be effected using internet-based dialogue if and to the extent that the Company provides such dialogue for this purpose. Details shall be published together with the notice of the Annual General Meeting. This shall not restrict the forms already directly provided for by law for issuing and revoking power of attorney and for providing the Company with evidence of such authorisation. If a shareholder appoints more than one person, the Company may reject one or more of these individuals."



## I. Information on the holding of the virtual Annual General Meeting

With the consent of the Supervisory Board of the Company, the Annual General Meeting will be held as a virtual Annual General Meeting without the physical presence of the shareholders or their proxies (with the exception of the proxies appointed by the Company) in accordance with the provisions of the act on measures in corporate, cooperative, association, foundation and condominium law to combat the effects of the COVID-19 pandemic (art. 2 of the Act on the Mitigation of the Consequences of the COVID-19 Pandemic in Civil, Insolvency and Criminal Law, German Federal Law Gazette I 2020, p. 569, hereinafter referred to as "Covid-19 Act").

The entire Annual General Meeting will be broadcast live with image and sound transmission (German only) on 16 June 2020 from 10.00 a.m. (CEST) for duly registered shareholders or their proxies at the website address www.deutsche-euroshop.de/HV using a password-protected internet service. This transmission does not enable participation in the Annual General Meeting within the meaning of section 118 (1) sentence 2 of the German Stock Corporation Act (AktG).

Shareholders who wish to exercise their shareholder rights at the virtual Annual General Meeting must register in advance (see below under "II. Requirements for exercising shareholder rights at the virtual Annual General Meeting"). The physical participation of shareholders or their proxies (with the exception of the proxies appointed by the Company) in the virtual Annual General Meeting is excluded. Shareholders can exercise their shareholder rights online at the website address

### www.deutsche-euroshop.com/AGM

using a password-protected internet service. Shareholders (and, if applicable, their proxies) can register for the Annual General Meeting, exercise their voting rights by electronic absentee voting, grant powers of attorney to third parties and proxies and issue instructions to the proxies appointed by the Company, submit questions or record objections in the minutes in accordance with the procedure provided for and the following provisions.

Access authorisation is required to use the password-protected internet service for the Annual General Meeting. Details can be found below in section "II. Requirements for exercising shareholder rights at the virtual Annual General Meeting".

## II. Requirements for exercising shareholder rights at the virtual Annual General Meeting

Shareholders who are registered in the share register as shareholders of the Company by midnight on 9 June 2020 (CEST) ("technical record date") and who have duly registered with the Company by midnight on 9 June 2020 (CEST) are entitled to exercise their shareholder rights at the virtual Annual General Meeting, in particular their voting rights.

Registration can be carried out electronically using the password-protected internet service or in written form.

## Registering with the Company electronically using the password-protected internet service

Shareholders may register with the Company electronically using the password-protected internet service for the Annual General Meeting at the website address **www.deutsche-euroshop.de/HV** in accordance with the procedure defined by the Company.

Access authorisation is required to use the password-protected internet service for the Annual General Meeting. Shareholders who are entered in the Company's share register by midnight on 2 June 2020 (CEST) at the latest will be sent their individual login details (shareholder number and access password) together with the invitation to the virtual Annual General Meeting.

#### Registration in written form

Shareholders can register with the Company in written form using the following address, fax number or email address:

Deutsche EuroShop AG c/o Better Orange IR & HV AG Haidelweg 48 81241 Munich Germany Fax: +49 (0)89 889 690 633 Email: deutsche-euroshop@better-orange.de

To facilitate registration in written form, a registration form will be sent to shareholders who are entered in the Company's share register by midnight on 2 June 2020, (CEST) at the latest, together with the invitation to the virtual Annual General Meeting. This registration form can also be downloaded from the Company's website at **www.deutsche-euroshop.com/AGM**. It can also be requested free of charge from the Company, e.g. by sending an email to deutsche-euroshop@better-orange.de. If the form sent by the Company is not used for registration, the registering shareholder must be clearly identified by providing the full name or company name of the shareholder, the address and the shareholder number. The individual log-in details for the password-protected internet service for the Annual General Meeting will be sent to these shareholders after receipt of the registration by the Company.

#### Meaning of the technical record date

The number of shares entered in the share register on the date of the Annual General Meeting will be decisive for exercising voting rights at the virtual 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. The technical record date is therefore midnight on 9 June 2020 (CEST). Purchasers of shares whose applications for changes of registration are received by the Company after midnight on 9 June 2020 (CEST) will therefore be unable to exercise the rights to attend the virtual Annual General Meeting and exercise the voting rights associated with 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. However, the shares will not be blocked in any way by registration for the Annual General Meeting which means that shareholders can freely dispose of and sell their shares even after registration.

#### III. Procedure for exercising voting rights

Shareholders may exercise their voting rights by absentee voting, by proxy and through proxies of the Company.

#### Exercising voting rights by absentee voting

Duly registered shareholders may cast their votes by absentee vote in writing or by means of electronic communication. A form that can be used for postal voting will be sent to shareholders together with the invitation to the virtual Annual General Meeting. It can also be downloaded at

#### www.deutsche-euroshop.com/AGM.

Absentee votes may be cast by post, fax or e-mail using the following address, fax number or email address by midnight on 15 June 2020 (CEST) at the latest:

Deutsche EuroShop AG c/o Better Orange IR & HV AG Haidelweg 48 81241 Munich Germany Fax: +49 (0)89 889 690 633 Email: deutsche-euroshop@better-orange.de

Absentee votes may also be cast electronically using the password-protected internet service for the Annual General Meeting on the Company's website at www.deutsche-euroshop.de/HV in accordance with the procedures provided for this purpose. This means of absentee voting is available until the start of voting at the virtual Annual General Meeting on 16 June 2020. With regard to revocation or change of vote by absentee voting, the information set out above on the sending options and the deadlines apply accordingly.

The casting of votes by absentee voting is limited to voting on the proposed resolutions of the Executive Board and/or the Supervisory Board indicated in the invitation to the virtual Annual General Meeting and to proposed resolutions of shareholders announced with a possible addendum to the agenda in accordance with section 122 (2) of the German Stock Corporation Act (AktG).

If an individual vote is taken on an agenda item without the Annual General Meeting having been notified in advance, the vote cast by absentee voting on this agenda item as a whole will also be deemed to be a corresponding vote for each item of the individual vote.

### Exercising voting rights through a proxy

The right to vote at the Annual General Meeting may also be exercised by a proxy, e.g. by an intermediary, a shareholders' association, a voting rights consultant, the proxies appointed by the Company or any other third party chosen. In this event too, timely registration for the virtual Annual General Meeting must be submitted in accordance with the requirements set out above in section "II. Requirements for exercising shareholder rights at the virtual Annual General Meeting".

Proxies may exercise the voting rights for the shareholders they represent within the scope of their respective powers of attorney by means of absentee voting or by (sub)authorising the Company's proxies who are bound by instructions. If neither an intermediary, nor a shareholder association, nor a voting rights consultant nor an equivalent person or institution in accordance with section 135 (8) of the German Stock Corporation Act (AktG) is authorised, the power of attorney may be granted in writing, by fax or by means of electronic data transmission in accordance with section 13 (3) sentence 2 of the Articles of Association. The same applies to the revocation of a power of attorney.

The power of attorney may be declared to the person to be authorised or to the Company. A form that can be used to grant power of attorney will be sent to the shareholders together with the invitation to the virtual Annual General Meeting. These forms can also be downloaded at

#### www.deutsche-euroshop.de/HV.

Proof of authorisation may be sent to the Company, amended or revoked no later than midnight on 15 June 2020 CEST using the following postal address, fax number or email address

Deutsche EuroShop AG c/o Better Orange IR & HV AG Haidelweg 48 81241 Munich Germany Fax: +49 (0)89 889 690 633 Email: deutsche-euroshop@better-orange.de

The date of receipt by the Company will be decisive.

Proof of authorisation may also be sent, amended or revoked using the password-protected internet service at www.deutsche-euroshop.de/HV until the day of the virtual Annual General Meeting. On the day of the virtual Annual General Meeting itself, proxies may only be granted, amended or revoked using the password-protected internet service which can be accessed at www.deutsche-euroshop.de/HV until the start of voting.

The aforementioned sending options are also available until the aforementioned points in time if the proxy is to be granted by declaration to the Company. In this event, separate evidence of the granting of the proxy is not required. The revocation or amendment of a power of attorney already granted may also be declared directly to the Company using the aforementioned sending options up to the aforementioned points in time.

Section 135 of the German Stock Corporation Act (AktG) applies in the case of authorisation of intermediaries, shareholder associations, voting rights consultants or an equivalent person or institution in accordance with section 135 (8) AktG.

Neither the law nor the Articles of Association require the written form for the authorisation of an intermediary, a shareholders' association or any other equivalent person, institution, company or association in accordance with section 135 (8) AktG. However, in these cases the persons to be authorised may require a special form of proxy as they must record this in a verifiable way in accordance with section 135 (1) sentence 2 AktG (in conjunction with section 135 (8) AktG if applicable). Please contact the authorised representative concerned about any special requirements that may need to be taken into account.

## Exercising voting rights through a 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.

A form that can be used to grant power of attorney and issue instructions to the proxies appointed by the Company will be sent to the shareholders together with the invitation to the virtual Annual General Meeting. It can also be downloaded from the Company's website at **www.deutsche-euroshop.de/HV**.

Powers of attorney may be granted and instructions to the proxies appointed by the Company may be issued by post, fax or email using the following address, fax number or email address by midnight on 15 June 2020 (CEST) at the latest:

Deutsche EuroShop AG c/o Better Orange IR & HV AG Haidelweg 48 81241 Munich Germany Fax: +49 (0)89 889 690 633 Email: deutsche-euroshop@better-orange.de

Power of attorney can be granted and instructions to the proxies appointed by the Company can also be issued electronically using the password-protected internet service for the Annual General Meeting on the Company's website at **www.deutsche-euroshop.de/HV** in accordance with the procedures provided for this purpose. This means of granting power of attorney and issuing instructions to the proxies appointed by the Company is available until the start of voting at the virtual Annual General Meeting on 16 June 2020.

With regard to revocation of the power of attorney granted to the proxies appointed by the Company or the change of instructions, the information set out above on the sending options and deadlines apply accordingly.

If power of attorney is granted to the proxies appointed by the Company, they must in any event be given instructions for exercising the voting rights. The proxies are obliged to vote in accordance with the instructions given to them. Even if a power of attorney has been granted, they are only authorised to exercise voting rights if express instructions have been given regarding the proposed resolutions of the Executive Board and / or Supervisory Board set out in the invitation to the Annual General Meeting or regarding proposed resolutions of shareholders announced with a possible addendum to the agenda in accordance with Section 122 (2) AktG. The proxies of the Company do not accept any authorisations to submit objections to resolutions of the Annual General Meeting, to exercise the right to ask questions or to propose motions.

If an individual vote is taken on an agenda item without notification of this being provided in advance of the virtual Annual General Meeting, an instruction on this agenda item as a whole will also be deemed to be a corresponding instruction for each item of the individual vote.



## IV. Image and sound transmission of the Annual General Meeting online

Registered shareholders and their proxies can follow the entire Annual General Meeting on 16 June 2020 from 10.00 a.m. (CEST) live on the internet with sound and image transmission using the password-protected internet service for the Annual General Meeting on the Company's website at **www.deutsche-euroshop.de/HV** in accordance with the procedures provided for this purpose.

For the activation of the internet transmission via the password-protected internet service for the Annual General Meeting, timely registration for the virtual Annual General Meeting must be submitted in accordance with the provisions set out above in section "II. Requirements for exercising shareholder rights at the virtual Annual General Meeting".

## V. Objecting to a resolution of the Annual General Meeting

Registered shareholders or their proxies who have exercised their voting rights by means of absentee voting or by granting power of attorney have the opportunity, during the duration of the virtual Annual General Meeting on 16 June 2020 until its closure by the chairperson of the meeting, to object to a resolution of the Annual General Meeting for notarisation in accordance with section 1 (2) sentence 1 no. 4 of the Covid-19 Act in conjunction with section 245 no. 1 of the Stock Corporation Act (AktG) via the password-protected internet service for the Annual General Meeting in accordance with the procedures provided for this purpose. VI. Information on the rights of shareholders in accordance with section 122 (2), section 126 (1), section 127, section 131 (1) of the German Stock Corporation Act (AktG) in conjunction with section 1 of the Covid-19 Act

#### 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 to the Executive Board in writing and must be received by the Company by midnight on 16 May 2020 (CEST) at the latest. Please send requests to the following address:

Deutsche EuroShop AG Executive Board 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 (German only). 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

www.deutsche-euroshop.de/HV.

## 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 any 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 received at least 14 days prior to the date of the Annual General Meeting, in other words by midnight on 1 June 2020 (CEST) at the address indicated, including any management statements, will be published for all shareholders (German only) online at

#### www.deutsche-euroshop.de/HV

for the attention of all shareholders, together with any comments by the management, 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 Supervisory Board members or auditors pursuant to Section 127 AktG.

No countermotions or nominations can be made at the virtual Annual General Meeting. In accordance with the concept of the Covid-19 Act, countermotions and nominations submitted before the Annual General Meeting will therefore not be put to the vote at the Annual General Meeting and will not be dealt with in any other way at the Annual General Meeting.

## Opportunity to ask questions in accordance with section 1(2), sentence 1, no. 3 of the Covid-19 Act

Duly registered shareholders will have the opportunity to ask questions via electronic communication (section 1 (2) sentence 1, no. 3, Covid-19 Act).

For organisational reasons, shareholders' questions must be submitted to the Annual General Meeting on the Company's website at **www.deutsche-euroshop.de/HV** by midnight on 13 June 2020 (CEST) at the latest using the password-protected internet service for the Annual General Meeting in accordance with the procedure provided for this purpose. Questions submitted later or by other means will not be considered.

The Executive Board is not obliged to answer all questions. It may summarise questions, select useful questions in the interests of the other shareholders and give preference to shareholder associations and institutional investors with significant voting shares. Questions in foreign languages will not be considered. The Executive Board also reserves the right to answer questions in advance on the Company's website.

During the virtual Annual General Meeting, the shareholders are neither entitled to information pursuant to section 131 of the German Stock Corporation Act (AktG) nor to the right to speak or ask questions.

With regard to the exercising of the right to ask questions, the information set out above applies equally to proxies of shareholders with the exception of the proxies appointed by the Company.

#### Further information on the rights of shareholders

Further information on the rights of shareholders in accordance with section 122 (2), 126 (1), 127 and 131 (1) of the German Stock Corporation Act (AktG) in conjunction with section 1 of the Covid-19 Act can be found online at

www.deutsche-euroshop.com/AGM.

#### VII. Publications on the Company's website

Information pursuant to Section 124a AktG will be published online for the attention of shareholders at

#### www.deutsche-euroshop.de/HV.

The voting results will also be published here after the virtual Annual General Meeting has ended.

## VIII. Total number of shares and voting rights at the time of convening the Annual General Meeting

At the time of convening this Annual General Meeting, the Company's share capital was divided into 61,783,594 no-parvalue shares with a total of 61,783,594 voting rights. The Company does not hold any treasury shares at the time of convening this Annual General Meeting.

### IX. Information about data protection

Our Data Protection Statement regarding the processing of the personal data of our shareholders is available for inspection and download on the Company's website at

#### www.deutsche-euroshop.com/AGM.

Hamburg, May 2020

Deutsche EuroShop AG The Executive Board

> Find out for yourself. There's more information in the 2019 Financial Report and the 2019 Magazine, at www.deutsche-euroshop.de/IR

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Deutsche EuroShop AG Investor & Public Relations Heegbarg 36 22391 Hamburg, Germany

www.deutsche-euroshop.com

