#### **CECONOMY**

# CECONOMY AG Fact Book on Capital Authorisations

#### Annual General Meeting, 13 February 2019

Disclaimer: This is a summary of parts of the invitation to and agenda of the Annual General Meeting of CECONOMY AG which was released on January 4, 2019. This summary is provided to investors for convenience purposes only. No warranty is made as to the accuracy of this summary and CECONOMY AG assumes no liability with respect thereto. Only the invitation to the Annual General Meeting of CECONOMY AG in German is legally binding.



## Agenda items covered in this fact book

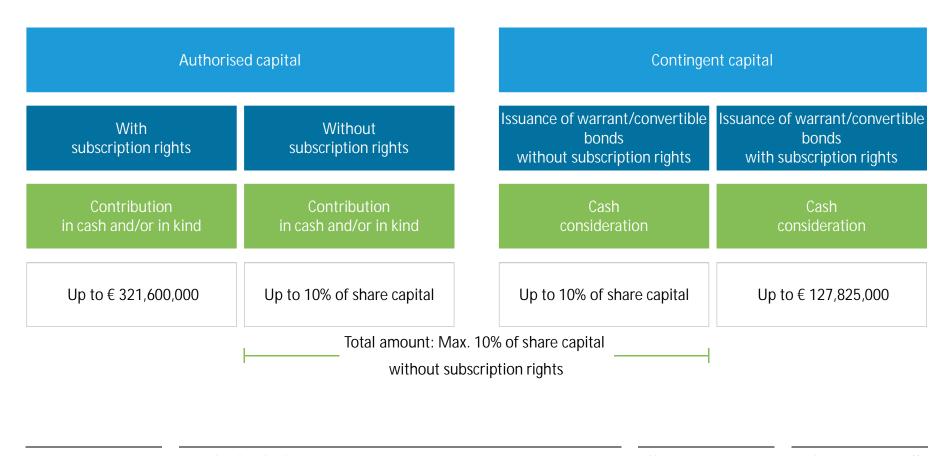
Item 6	Authorised Capital	// Cancellation of the existing authorised capital // Creation of a new authorised capital (including the option of excluding subscription rights)
Item 7 & Item 8	Treasury Shares	<ul> <li>// Cancellation of the existing authorisation</li> <li>// Authorisation for the acquisition and use of treasury shares (also subject to an exclusion of the subscription right)</li> <li>// Authorisation for the use of derivatives in the course of the acquisition of treasury shares as well as for the exclusion of the subscription and tendering right</li> </ul>
Item 9	Warrant / Convertible Bonds and Contingent Capital	<ul> <li>// Cancellation of the existing authorisation for the issue of warrant or convertible bonds</li> <li>// Granting of a new authorisation for the issue of warrant and/or convertible bonds (including the option of excluding subscription rights)</li> <li>// Creation of a new contingent capital and cancellation of the existing Contingent Capital I</li> </ul>

### Current versus proposed capital authorisations

Authorisation in € share capital	Current				Proposed <sub>.</sub>	
(% of share capital)	Old*	Utilization	Remaining**	Maturity	New	Maturity
Authorised Capital (Item 6)						
With subscription rights	€417,000,000 (50%)		€333,573,641 (36%)	05.02.2022	€321,600,000 (35%)	12.02.2024
Without subscription rights						
Contribution in kind	€167,083,810 (20%)		€83,657,452 (9%)	05.02.2022	€91,884,541 (10%)	12.02.2024
Contribution in cash	€83,541,905 (10%)	€83,426,359	€115,547 (0%)	05.02.2022	€91,884,541 (10%)	12.02.2024
Contingent Capital (Item 9)						
With subscription rights	€127,825,000 (15%)		€127,825,000 (14%)	19.02.2020	€127,825,000 (14%)	12.02.2024
Without subscription rights	€83,541,905 (10%)		€115,547 (0%)	19.02.2020	€91,884,541 (10%)	12.02.2024

<sup>\*</sup>Percent of share capital prior to capital increase in July 2018 \*\* Percent of current share capital

#### Proposed new authorised and contingent capital



## Proposed authorisation for the acquisition and use of treasury shares

Acquisition and use of treasury shares						
Buy-back through stock exchange or public tender offer	Use of derivatives					
Up to 10% of share capital	Up to 5% of share capital					
Price range: Reference price +10% / -10%	Price range: Reference price +10% / -10%					
Reference price: Arith. average of Xetra closing auction price on the last three trading days before the commitment to acquire, or the date of the publication of the offer, respectively	Reference price: Arith. average of Xetra closing auction price over the last three trading days before the conclusion of the derivative transaction					
Use of shares: All legally permissible purposes, also with customary authorisation to exclude subscription rights	Execution To be carried out by a one or more independent credit institutions					
Duration: Max. 5 years	Duration of derivatives: Max. 18 months					
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