

# CECONOMY

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INVITATION TO THE

## **GENERAL MEETING OF CECONOMY AG**

ON WEDNESDAY, 14. FEBRUAR 2018

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## PREFACE



**Dear Shareholders,**

the summer of 2017 was our summer of independence. We are now our own boss, and we are ready for the responsibility that this freedom brings. In every respect, the split was a logical and positive step, one that we have been working towards for a long time. As an independent company, CECONOMY AG can now focus entirely on growing its core business.

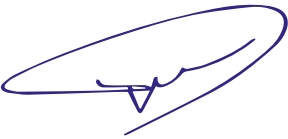
Digitalisation has transformed retail in general, but more than anything, it has changed the structure of the consumer electronics business for good. The customer is the focus like never before. Customers are thoroughly informed, have a clear idea of what they need, and demand exact fulfilment of those needs as quickly as possible. CECONOMY is perfectly prepared for this new world.

We offer seamless connection of all channels: in-store, online, mobile and even in-home. We invest in a more efficient supply chain and the expansion of our service offerings. Over the past three years, we completed a total strategic reorientation of our core business, the MediaMarktSaturn Retail Group. We are in the process of reviewing our country, brand and market portfolios, streamlining them where necessary. Our locations have been digitalised, including equipping them everywhere with electronic shelf labels, so we are able to offer the customer attractive prices at all times, and to respond quickly and efficiently to competitors.

In this way, we have become a reliable partner and we provide day-by-day support to our customers in an exciting and ever more complex digital world. "Digital life" is part of everyday life for our customers. We help them live it free of worries and problems. That is our brand promise: We empower life in the digital world.

I look forward to seeing you at the CECONOMY AG Annual General Meeting on 14 February 2018.

Cordially,

A handwritten signature in blue ink, consisting of a large, sweeping oval shape with a stylized 'V' or 'P' at the bottom center.

Pieter Haas,  
Chief Executive Officer of CECONOMY AG

# CECONOMY AG

## Düsseldorf

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German Securities ID Ordinary Share	725 750
German Securities ID Preference Share	725 753
ISIN Ordinary Share	DE 000 725 750 3
ISIN Preference Share	DE 000 725 753 7

We are pleased to invite our shareholders to the Annual General Meeting of CECONOMY AG, which will be held on

**Wednesday, 14 February 2018**, at 10:00 a.m.  
CET in the Congress Center Düsseldorf,  
CCD Stadthalle, Rotterdamer Straße 141  
(Rheinufer), 40474 Düsseldorf.

# AGENDA

## 1. Presentation of the adopted annual financial statements, the approved consolidated financial statements and the combined management report for CECONOMY AG and CECONOMY Group for the 2016/17 financial year as well as of the report of the Supervisory Board

The Supervisory Board approved the annual financial statements and the consolidated financial statements prepared by the Management Board; the annual financial statements are thus adopted. Therefore, the adoption of a resolution by the General Meeting is not required.

## 2. Appropriation of balance sheet profits

Management Board and Supervisory Board propose to appropriate the balance sheet profit of the 2016/17 financial year in the total amount of 108,018,083.00 euros as follows:

a) Distribution to shareholders: aa) Distribution of a dividend in the amount of 0.26 euros per ordinary share; with 324,109,563 ordinary shares entitled to a dividend, this equals

84,268,486.38 euros

bb) Distribution of a dividend in the amount of 0.32 euros per non-voting preference share; with 2,677,966 non-voting preference shares entitled to a dividend, this equals

856,949.12 euros

b) Remaining profit carried forward: 22,892,647.50 euros

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Balance sheet profit: 108,018,083.00 euros

Pursuant to § 58 (4) sent. 2 German Stock Corporation Act, the dividend is due for payment on the third business day following the resolution of the General Meeting, this means on 19 February 2018.

### **3. Formal approval of the actions of the members of the Management Board for the 2016/17 financial year**

Management Board and Supervisory Board propose to formally approve the actions of the members of the Management Board officiating in the 2016/17 financial year for that period.

### **4. Formal approval of the actions of the members of the Supervisory Board for the 2016/17 financial year**

Management Board and Supervisory Board propose to formally approve the actions of the members of the Supervisory Board officiating in the 2016/17 financial year for that period.

### **5. Election of the auditor and the Group auditor for the 2017/18 financial year and of the auditor for the review of the abbreviated financial statements and the interim management report for the first half of the 2017/18 financial year**

The Supervisory Board, upon recommendation by its Audit Committee, proposes that KPMG AG Wirtschaftsprüfungsgesellschaft, Berlin, be elected as auditor and Group auditor for the 2017/18 financial year and as auditor for the review of the abbreviated financial statements and the interim management report for the first half of the 2017/18 financial year.

In accordance with Article 16 (2) sub-para. 3 of the EU-Regulation on Statutory Audit (Regulation (EU) No 537/2014 of the European Parliament and of the Council of 16 April 2014), the Audit Committee has stated that its recommendation is free from improper influence by a third party and that no restriction of the choice of a particular auditor (Article 16 (6) of the EU-Regulation on Statutory Audit) has been imposed upon it.

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

The terms of office of Mr. Jürgen Fitschen, Chairman of the Supervisory Board, and of Dr. Hans-Jürgen Schinzler as members of the Supervisory Board representing the shareholders will expire upon the close of this General Meeting. Therefore, new elections have to be held. Mr. Jürgen Fitschen is available for an additional term of office. Dr. Hans-Jürgen Schinzler is not available for a re-election.

Pursuant to §§ 96 (1) and (2), 101 (1) German Stock Corporation Act, §§ 1 (1), 7 (1) sent. 1 no. 3, (2) no. 3, (3) German Co-Determination Act and § 7 (1) of the Articles of Association of CECONOMY AG, the Supervisory Board is composed of ten members elected by the General Meeting and ten members elected by the employees, and of at least 30 percent women (i.e. at least six) and at least 30 percent men (i.e. at least six). Since an objection was lodged against comprehensive fulfilment pursuant to § 96 (2) sent. 3 German Stock Corporation Act, the minimum quota has to be fulfilled separately by both the shareholders' side and the employees' side. Therefore, of the ten shareholder seats on the Supervisory Board, at least three have to be filled with women and at least three with men.

At the time of the publication of this invitation, the Supervisory Board comprises a total of nine female members, four thereof on the shareholder representatives' side. Furthermore, the Supervisory Board comprises eleven male members, six thereof on the shareholder representatives' side. On the basis of separate fulfilment, the minimum quota requirement is thus fulfilled on the shareholder representatives' side and would also continue to be fulfilled after the elections, in any case.

The following election proposals are based on the recommendations of the Nomination Committee of the Supervisory Board or, respectively, on the resolution adopted by the Supervisory Board.

The Supervisory Board proposes to elect the following persons as members of the Supervisory Board:

- a) **Mr. Jürgen Fitschen,**  
Hofheim am Taunus, Germany,  
Self-employed, Senior Advisor to Deutsche Bank AG,  
Frankfurt am Main
  
- b) **Mrs. Claudia Plath,**  
Hamburg, Germany,  
Member of the management (Managing Director/  
Chief Financial Officer) of Verwaltung ECE Projektmanagement  
G.m.b.H., Hamburg, (General Partner of ECE Projektmanagement  
G.m.b.H. & Co. KG, Hamburg)

In each case, the election is effective as of the close of this General Meeting until the close of the General Meeting adopting a resolution on the formal approval of actions for the second financial year after the commencement of the term of office. The financial year in which the term of office commences is not included in this count.

The elections shall be made on an individual basis.

The election proposals of the Supervisory Board were submitted on the basis of the requirements of the German Corporate Governance Code and taking into account the objectives specified by the Supervisory Board with regard to its composition.

Mr. Jürgen Fitschen was elected to the Supervisory Board for the first time by the General Meeting of METRO AG on 16 May 2008, with effect as from the close of that General Meeting. Assuming that at the upcoming General Meeting Mr. Jürgen Fitschen will be re-elected as proposed and with the proposed term of office, Mr. Jürgen Fitschen will reach in the course of his further term of office the regular limit of ten years for membership terms stipulated by the Supervisory Board in the rules of procedure of the Supervisory Board in accordance with the recommendations of the German Corporate Governance Code. However, with regard to the regular limit for membership terms stipulated by it, the Supervisory Board established a justified exception with its election proposal in the case of Mr. Jürgen Fitschen.

The Supervisory Board has satisfied itself with regard to the proposed candidates that they are able to devote the expected amount of time required for the office.

Apart from the fact that Mr. Jürgen Fitschen is already the acting Chairman of the Supervisory Board of CECONOMY AG, in the appraisal of the Supervisory Board there are no personal or business relations which an objectively judging shareholder would consider decisive for his election decision between Mr. Jürgen Fitschen, on the one hand, and CECONOMY AG, its group companies, the corporate bodies of CECONOMY AG or a shareholder holding a direct or indirect interest in CECONOMY AG with more than 10% of the voting shares, on the other hand.

In the appraisal of the Supervisory Board, there are also no personal or business relations which an objectively judging shareholder would consider decisive for his election decision between Mrs. Claudia Plath, on the one hand, and CECONOMY AG, its group companies, the corporate bodies of CECONOMY AG or a shareholder holding a direct or indirect interest in CECONOMY AG with more than 10% of the voting shares, on the other hand. As at December 2017, business relations exist between individual companies of the group of ECE Projektmanagement G.m.b.H. & Co. KG subordinated to ECE Projektmanagement G.m.b.H. & Co. KG and individual companies of the MediaMarktSaturn Retail Group in the form of lease agreements as regards the leasing of advertising spaces and technical facilities, in the first place, and business remises, in a few cases. The volume of the annual rents collected by the relevant companies of the group of ECE Projektmanagement G.m.b.H. & Co. KG due to such contractual relations amounts to less than 2.5 million euros.

It is intended that in the event of his re-election to the Supervisory Board, Mr. Jürgen Fitschen will stand again as candidate for the office of the chairman of the Supervisory Board.



The candidates proposed for the election are members of other supervisory boards which are to be established pursuant to statutory law at the companies set forth below or of comparable domestic and foreign supervisory bodies of business enterprises.

### **Jürgen Fitschen**

Memberships in other supervisory boards which are to be established pursuant to statutory law:

- None

Memberships in comparable domestic and foreign supervisory bodies of business enterprises:

- Kühne + Nagel International AG, Schindellegi, Switzerland – Board of Directors
- Kommanditgesellschaft CURA Vermögensverwaltung G.m.b.H. & Co., Hamburg – Board of Directors

### **Claudia Plath**

Memberships in other supervisory boards which are to be established pursuant to statutory law:

- Hochbahn AG, Hamburg

Memberships in comparable domestic and foreign supervisory bodies of business enterprises:

- MEC METRO-ECE Centermanagement GmbH & Co. KG, Düsseldorf – Advisory Board

The *curricula vitae* of the candidates as well as an overview of their material activities in addition to the Supervisory Board mandate can be found below as well as on our Company's website at [www.ceconomy.de/general-meeting](http://www.ceconomy.de/general-meeting).

### **Jürgen Fitschen**

resident in Hofheim am Taunus, Germany,  
Self-employed, Senior Advisor to Deutsche Bank AG,  
Frankfurt am Main

#### **Personal data**

Date of birth: 1 September 1948

Place of birth: Harsefeld

#### **Education**

Studies in economic science at the University of Hamburg,  
degree: Graduate in economics (Diplom-Kaufmann)

**Professional career**

1983 – 1987	Member of the management of Citibank Germany
1987 – 2001	Various management positions within the company group of Deutsche Bank AG in Thailand, Japan, Singapore and the United Kingdom
2001 – 2002	Member of the Management Board of Deutsche Bank AG, Frankfurt am Main
2002 – 2015	Member of the Group Executive Committee of Deutsche Bank AG, Frankfurt am Main
2009 – 2012	Member of the Management Board of Deutsche Bank AG, Frankfurt am Main
June 2012 – May 2016	Co-CEO of Deutsche Bank AG, Frankfurt am Main
Since June 2016	Senior Advisor to Deutsche Bank AG, Frankfurt am Main
Since July 2017	Chairman of the Supervisory Board of CECONOMY AG, Düsseldorf

**Memberships in other supervisory boards which are to be established pursuant to statutory law:**

- None

**Memberships in comparable domestic and foreign supervisory bodies of business enterprises:**

- Kühne + Nagel International AG, Schindellegi, Switzerland – Board of Directors
- Kommanditgesellschaft CURA Vermögensverwaltung G.m.b.H. & Co., Hamburg – Board of Directors

**Overview of material activities in addition to the Supervisory Board mandate:**

In addition to the Supervisory Board mandate, in which Mr. Jürgen Fitschen currently acts as Chairman of the Supervisory Board, Mr. Jürgen Fitschen acts as Senior Advisor to Deutsche Bank AG, as a member of the board of directors of Kühne + Nagel International AG and as a member of the board of directors of Kommanditgesellschaft CURA Vermögensverwaltung G.m.b.H. & Co.

**Claudia Plath**

resident in Hamburg, Germany,  
Member of the management (Managing Director/Chief Financial Officer) of Verwaltung ECE Projektmanagement G.m.b.H., Hamburg, (General Partner of ECE Projektmanagement G.m.b.H. & Co. KG, Hamburg)

**Personal data**

Date of birth: 13 December 1971

Place of birth: Freital

**Education**

Studies in business administration at the Technical University Berlin, degree: Graduate in economics (Diplom-Kauffrau)

**Professional career**

1996 – 2001	Controller at ECE Projektmanagement G.m.b.H. & Co. KG, Hamburg
2001 – 2003	Group management Asset Controlling at ECE Projektmanagement G.m.b.H. & Co. KG, Hamburg
2004 – 2010	Division management/Director Asset Management & Controlling at ECE Projektmanagement G.m.b.H. & Co. KG, Hamburg
2010 – 2012	Senior Director Asset Management at ECE Projektmanagement G.m.b.H. & Co. KG, Hamburg
Since January 2013	Member of the management (Managing Director/Chief Financial Officer) of Verwaltung ECE Projektmanagement G.m.b.H., Hamburg, (General Partner of ECE Projektmanagement G.m.b.H. & Co. KG, Hamburg)

**Memberships in other supervisory boards which are to be established pursuant to statutory law:**

- Hochbahn AG, Hamburg

**Memberships in comparable domestic and foreign supervisory bodies of business enterprises:**

- MEC METRO-ECE Centermanagement GmbH & Co. KG, Düsseldorf – Advisory Board

**Overview of material activities in addition to the Supervisory Board mandate:**

Mrs. Claudia Plath currently acts as a member of the management (Managing Director/Chief Financial Officer) of Verwaltung ECE Projektmanagement G.m.b.H. (General Partner of ECE Projektmanagement G.m.b.H. & Co. KG), as a member of the supervisory board of Hochbahn AG and as a member of the advisory board of MEC METRO-ECE Centermanagement GmbH & Co. KG.

## FURTHER DETAILS AND INFORMATION

### ATTENDANCE AT THE GENERAL MEETING AND EXERCISE OF VOTING RIGHTS

Holders of ordinary shares are entitled to attend the General Meeting and to exercise their voting rights, holders of preference shares are entitled to attend the General Meeting, if they have registered for the General Meeting in advance. The registration must be received by CECONOMY AG no later than **Wednesday, 7 February 2018, 24:00 CET**, in text form and in the German or English language, at

CECONOMY AG  
c/o Deutsche Bank AG  
Securities Production  
General Meetings  
Postfach 20 01 07  
60605 Frankfurt am Main

or by fax at: +49 (0)69 12012-86045  
or by e-mail at: wp.hv@db-is.com

Furthermore, evidence of the right to attend the General Meeting and to exercise the voting right must be provided. For this purpose, a proof of share ownership issued by the depository institution maintaining the securities account is required in text form in the German or English language. The proof of share ownership has to relate to the beginning of the twenty-first day prior to the General Meeting ("Record Date") – in this case **Wednesday, 24 January 2018, 0:00 CET** – and be received by CECONOMY AG no later than **Wednesday, 7 February 2018, 24:00 CET**, at

CECONOMY AG  
c/o Deutsche Bank AG  
Securities Production  
General Meetings  
Postfach 20 01 07  
60605 Frankfurt am Main

or by fax at: +49 (0)69 12012-86045  
or by e-mail at: wp.hv@db-is.com

In relation to the Company, only such person who has provided proof of eligibility will be regarded as a shareholder for the purposes of attendance at the General Meeting and the exercising of voting rights.

The right to attend the General Meeting and the extent of the right to vote are determined based on the shareholder's share ownership on the Record Date. The Record Date does not constitute an obstacle for dispositions in respect of shares; in particular, shares may be acquired and disposed of regardless of the Record Date. Also in the event of

the disposal of the shares, in whole or in part, after the Record Date, with regard to attendance and the extent of the voting rights the shareholding of the shareholder as of the Record Date is exclusively relevant, i.e. disposals of shares occurring after the Record Date have no effect on the entitlement to attend and the extent of the voting rights. The same applies with regard to acquisitions of shares after the Record Date. Persons who are not holding shares as of the Record Date and who only become shareholders thereafter are not entitled to attend and to exercise voting rights in the General Meeting on 14 February 2018, unless they have been granted power of attorney in this respect or have been authorised to exercise such rights.

## **PROXY VOTING**

Holders of preference shares are not entitled to vote in the General Meeting on 14 February 2018. Therefore, the following explanations regarding proxy voting only apply to holders of ordinary shares.

### **Authorisation of a third party**

Shareholders may also have their voting right exercised by a proxy – e.g. a bank, a shareholder association or any other third party. Even in case of an authorisation of proxies, a timely registration of the shareholder for the General Meeting and a timely provision of the proof of share ownership of the shareholder in accordance with the provisions described above (cf. ATTENDANCE AT THE GENERAL MEETING AND EXERCISE OF VOTING RIGHTS) are required. Unless a proxy for the exercise of the voting right is granted to a bank or an equivalent institution or company (§§ 135 (10), 125 (5) German Stock Corporation Act) or to a shareholder association or a person pursuant to § 135 (8) German Stock Corporation Act, the granting of the proxy, its revocation and the evidence of such granting vis-à-vis the Company have to be in text form.

Proxy forms are available on the Company's website at [www.ceconomy.de/general-meeting](http://www.ceconomy.de/general-meeting). In addition, proxy forms may also be requested from the following address

CECONOMY AG  
Group Corporate Legal  
Benrather Straße 18-20  
40213 Düsseldorf

or by fax at: +49 (0)211 6886-5500  
or by e-mail at: [hv2018@ceconomy.de](mailto:hv2018@ceconomy.de)

Notwithstanding any other method of transmission of the proof of authorisation of a proxy permitted by law, such proof may be transmitted electronically to the e-mail address of the Company, [hv2018@ceconomy.de](mailto:hv2018@ceconomy.de).

Where proxies for the exercise of voting rights are granted to banks, equivalent institutions or companies (§§ 135 (10), 125 (5) German Stock Corporation Act) or to shareholder associations or persons pursuant to § 135 (8) German Stock Corporation Act, the special statutory provisions in § 135 German Stock Corporation Act apply, which require – inter alia – that the proxy declaration has to be documented verifiably by the proxy. In this respect, exceptions from the general text form requirement may therefore apply. We therefore request shareholders who intend to grant a proxy to a bank, to an equivalent institution or company (§§ 135 (10), 125 (5) German Stock Corporation Act) or to a shareholder association or persons pursuant to § 135 (8) German Stock Corporation Act, to coordinate the form of the proxy with the proxy recipient.

### **Authorisation of the proxies nominated by the Company**

Shareholders may also authorise proxies nominated by the Company to exercise their voting rights. In this case, too, a timely registration of the shareholder for the General Meeting and a timely provision of the proof of share ownership of the shareholder in accordance with the provisions described above (cf. ATTENDANCE AT THE GENERAL MEETING AND EXERCISE OF VOTING RIGHTS) are required.

The proxies nominated by the Company will exercise the voting right only on the basis of express and unambiguous instructions. Therefore, the shareholders have to issue express and unambiguous instructions in respect of the items of the Agenda with regard to which they wish the voting right to be exercised. The proxies nominated by the Company are obliged to vote in accordance with the instructions given to them. In the event that individual ballots are conducted in respect of an item on the Agenda, any instruction issued in this regard will apply accordingly in respect of each individual sub-item. To the extent that no express and unambiguous instruction was given, the proxies nominated by the Company will refrain from voting with regard to the respective subject matter of the ballot. The proxies nominated by the Company do not accept any instructions to submit a request to address the General Meeting, to record objections to General Meeting resolutions or to ask questions or table motions. They are available only to vote on such resolution proposals of the Management Board, the Supervisory Board or of shareholders which have been published together with this calling or subsequently pursuant to § 124 (1) or (3) German Stock Corporation Act.

Proxies and instructions to the proxies nominated by the Company must be in text form and may also be granted through the web-based proxy and instruction system. They may be granted, changed or revoked

- until **Tuesday, 13 February 2018, 12:00 CET**, at the address

CECONOMY AG  
Group Corporate Legal  
Benrather Straße 18-20  
40213 Düsseldorf

or

- until **Wednesday, 14 February 2018, 12:00 CET**,

by fax at: +49 (0)211 6886-5500,

by e-mail at: hv2018@ceconomy.de

or through the web-based proxy and instruction system under  
[www.ceconomy.de/general-meeting](http://www.ceconomy.de/general-meeting)

In each case, receipt by the Company will be relevant.

Requests for the respective forms may also be addressed to the above address, fax number or e-mail address. The forms may also be downloaded on the Internet at [www.ceconomy.de/general-meeting](http://www.ceconomy.de/general-meeting).

For the access to the web-based proxy and instruction system, the entry ticket number will be required. More detailed information regarding the authorisation and the granting of instructions through the web-based proxy and instruction system are available on the Internet at [www.ceconomy.de/general-meeting](http://www.ceconomy.de/general-meeting).

Besides, during the General Meeting, proxies and instructions to the proxies nominated by the Company may be granted, changed or revoked at the entrance and exit control until the end of the general debate.

All other permitted modes of attendance and representation, in particular attendance in person or attendance through a proxy will, of course, not be affected by this offer to exercise voting rights through the proxies nominated by the Company. Further details on the exercise of voting rights through the proxies nominated by the Company and on the General Meeting may also be found on the website of the Company at [www.ceconomy.de/general-meeting](http://www.ceconomy.de/general-meeting).

## **RIGHTS OF SHAREHOLDERS PURSUANT TO §§ 122 (2), 126 (1), 127, 131 (1) GERMAN STOCK CORPORATION ACT**

### **Motions to supplement the Agenda pursuant to § 122 (2) German Stock Corporation Act**

Shareholders whose shares, in the aggregate, represent 5 per cent of the share capital or a proportionate amount of 500,000 euros – this is the equivalent of at least 195,583 no-par value shares –, may request that items be placed on the Agenda and published. Such request must be made in writing or in electronic form pursuant to § 126a German Civil Code (i.e. with a qualified electronic signature) to the Management Board of the Company and has to be received by the Company no later than **Sunday, 14 January 2018, 24:00 CET**. Such requests may solely be addressed to:

Vorstand der CECONOMY AG  
Group Corporate Legal  
Benrather Straße 18-20  
40213 Düsseldorf

or in electronic form pursuant to § 126a German Civil Code by e-mail to: hv2018@ceconomy.de

Motions to supplement the Agenda that are addressed differently will not be considered.

Any new item for the Agenda has to be accompanied by a stating of reasons or a resolution proposal. Parties presenting the motion shall furnish evidence that they have been holders of such shares for not less than 90 days prior to the date of receipt of the request and that they will hold the shares until a decision on the motion by the Management Board. In calculating this minimum holding period, § 70 German Stock Corporation Act is to be observed.

The publication and communication of motions to supplement the Agenda are made in the same way as the calling of the meeting.

### **Shareholder motions pursuant to § 126 (1) German Stock Corporation Act**

Shareholders of the Company may submit counter-motions against proposals of the Management Board and/or the Supervisory Board with respect to specific items on the Agenda.

Motions pursuant to § 126 German Stock Corporation Act may be addressed solely to

CECONOMY AG  
Group Corporate Legal  
Benrather Straße 18-20  
40213 Düsseldorf

or by fax to: +49 (0)211 6886-5500  
or by e-mail to: hv2018@ceconomy.de

Counter-motions that are addressed differently will not be considered.

Shareholder motions received no later than **Tuesday, 30 January 2018, 24:00 CET**, at the above contact details and in due form, in particular accompanied by a stating of reasons, will be made accessible on the following website without undue delay

[www.ceconomy.de/general-meeting](http://www.ceconomy.de/general-meeting).

Any responses from the management will also be made accessible on the above website.



The Company may refrain from publishing counter-motions and the reasons stated therefor if one of the exclusion requirements pursuant to § 126 (2) German Stock Corporation Act is met, e.g. if the counter-motion would result in a resolution of the General Meeting violating the law or the Articles of Association. The reasons stated for a counter-motion need not be made accessible if they exceed a total of 5,000 characters.

Shareholders are requested to provide proof of their status as shareholders already at the time of sending their counter-motions. Please note that counter-motions, even if they have been sent to the Company in advance in due time, will only be considered in the General Meeting if they are submitted verbally at the meeting. This does not affect the right of each shareholder to bring forward counter-motions regarding the different items on the Agenda during the General Meeting even without prior transmission to the Company.

### **Election nominations by shareholders pursuant to § 127 German Stock Corporation Act**

Pursuant to § 127 German Stock Corporation Act, the Company's shareholders may submit election nominations for the election of Supervisory Board Members or auditors.

Election nominations pursuant to § 127 German Stock Corporation Act may be addressed solely to

CECONOMY AG  
Group Corporate Legal  
Benrather Straße 18-20  
40213 Düsseldorf

or by fax to: +49 (0)211 6886-5500  
or by e-mail to: hv2018@ceconomy.de

Election nominations that are addressed differently will not be considered.

Election nominations received no later than **Tuesday, 30 January 2018, 24:00 CET**, at the above contact details and in due form will be made accessible on the following website without undue delay

[www.ceconomy.de/general-meeting](http://www.ceconomy.de/general-meeting).

Any responses from the management will also be made accessible on the above website.

The Company may refrain from publishing an election nomination if one of the exclusion requirements pursuant to § 127 sent. 1 German Stock Corporation Act in conjunction with § 126 (2) German Stock Corporation Act is met, e.g. if the election nomination would result in a resolution of the General Meeting violating the law or the Articles of

Association. In addition, the Management Board is further not obliged to make an election nomination accessible, if the proposal does not contain the name, practised profession and place of residence of the proposed candidate and, in the event of a nomination of Supervisory Board members, does not contain information about their membership in other supervisory boards which are to be established pursuant to statutory law. Unlike counter-motions pursuant to § 126 German Stock Corporation Act, no reasons need to be stated for election nominations.

Shareholders are requested to provide proof of their status as shareholders already at the time of sending their election nominations. Please note that election nominations, even if they have been sent to the Company in advance in due time, will only be considered in the General Meeting if they are submitted verbally at the meeting. This does not affect the right of each shareholder to submit election nominations for the relevant items on the agenda during the General Meeting even without prior transmission to the Company.

### **Right to information pursuant to § 131 (1) German Stock Corporation Act**

In the General Meeting, each shareholder is entitled to request information from the Management Board regarding the Company's affairs, to the extent that such information is necessary for a proper assessment of the agenda (cf. § 131 (1) German Stock Corporation Act). The obligation to provide information also includes the legal and business relationships of the Company with affiliated enterprises as well as the situation of CECONOMY Group and the enterprises included in the consolidated financial statements of CECONOMY AG. Requests for information in the General Meeting must be made verbally.

The Management Board may refrain from answering individual questions for the reasons set forth in § 131 (3) German Stock Corporation Act, for example if, based on prudent commercial assessment, providing the information requested would have the potential of causing material harm to the Company or an affiliate. The chairman of the General Meeting is entitled to limit appropriately the time available to shareholders and proxies to speak and ask questions, and particularly to set a reasonable time frame for the course of the General Meeting, for individual items on the Agenda or for individual questions and speaking contributions (cf. § 17 (3) of the Articles of Association of CECONOMY AG).

### **Further Explanations**

Additional explanations with respect to shareholder rights pursuant to §§ 122 (2), 126 (1), 127, 131 (1) German Stock Corporation Act can be found on the Company's website at [www.ceconomy.de/general-meeting](http://www.ceconomy.de/general-meeting).

## **REFERENCE TO THE COMPANY'S WEBSITE**

The information pursuant to § 124a German Stock Corporation Act with respect to this year's Annual General Meeting can be found on the Company's website at [www.ceconomy.de/general-meeting](http://www.ceconomy.de/general-meeting).

## **VOTING RESULTS**

The voting results determined by the chairman of the General Meeting will be published on the Company's website at [www.ceconomy.de/general-meeting](http://www.ceconomy.de/general-meeting) within the period required by law.

## **TOTAL NUMBER OF SHARES AND VOTING RIGHTS**

At the time of the calling of the General Meeting, the capital stock of CECONOMY AG is divided into 326,787,529 no-par value shares. Of these, 324,109,563 shares are ordinary shares, conferring 324,109,563 voting rights, and 2,677,966 shares are non-voting preference shares.

Düsseldorf, in December 2017

CECONOMY AG

THE MANAGEMENT BOARD

## **HOTLINE FOR THE ANNUAL GENERAL MEETING OF CECONOMY AG**

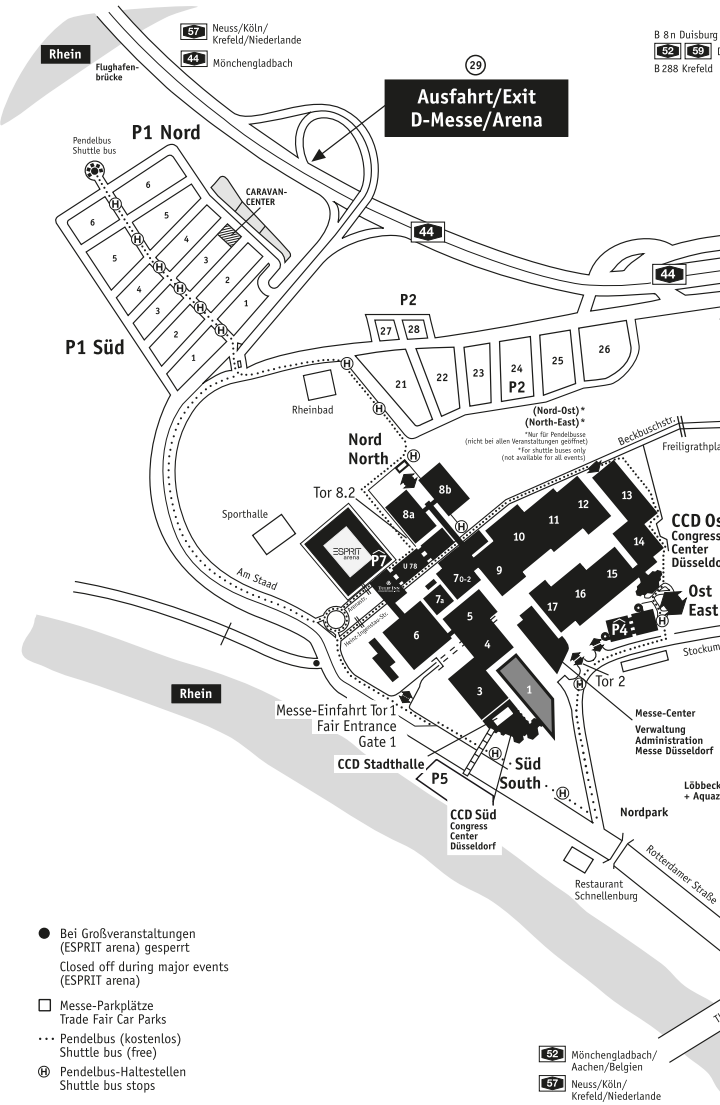
If you have any questions, please contact the Hotline for the Annual General Meeting of CECONOMY AG from Monday, 8 January 2018 onwards, at

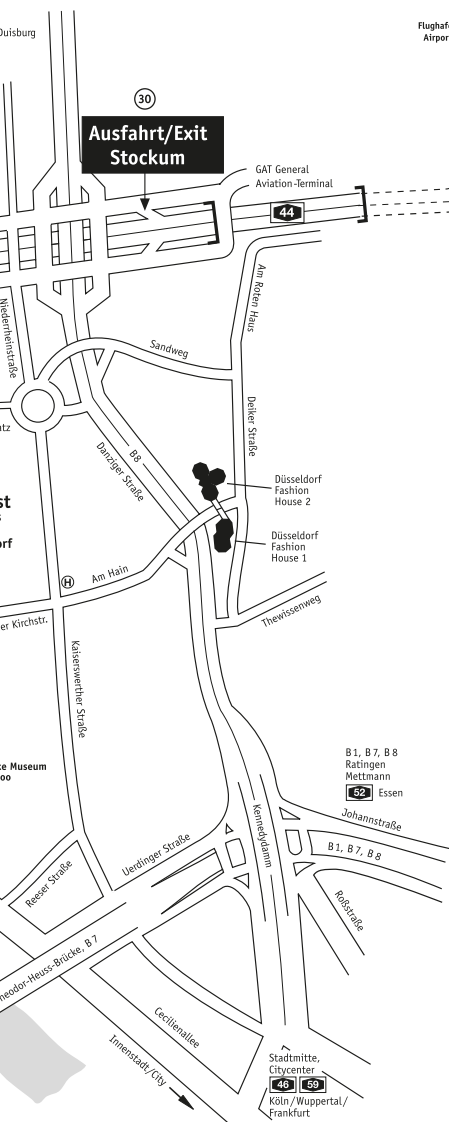
**Phone: +49 (0)800 2274433**

on workdays from Monday to Friday between 9:00 and 18:00 CET.

# CCD Stadthalle Düsseldorf – Parking place P5 + Car park P4

From the car park P4 a shuttle bus service will leave every 15 minutes and take you directly to the Stadthalle.





**Note:**

You will receive vouchers for catering per each person at the admission.

