



INSTRUCTIONS ON ISSUING AUTHORIZATIONS AND DIRECTIONS TO THE PROXIES DESIGNATED BY THE COMPANY

DEAG Deutsche Entertainment Aktiengesellschaft has designated Ms. Katrin Bahlo and Mr. Bernhard Orlik, both employees of HCE Haubrok AG with registered offices in Munich, to serve as proxies, each with sole power of representation.

These proxies are authorized by their power of representation only to the extent that you give them your express directions regarding the specific resolutions suggested by the management on the agenda items. The proxies are obligated to vote according to your directions on the management resolutions announced in the agenda.

If you would like to authorize the above-mentioned proxies to exercise your voting rights in accordance with your directions, we ask that you proceed as follows:

1. Request an admission card with your name on it from your custodial bank for the Annual General Meeting of DEAG Deutsche Entertainment Aktiengesellschaft

Please use the form to request an admission card that you have received from your bank with the invitation to the DEAG Deutsche Entertainment Aktiengesellschaft Annual General Meeting, fill it out and return that form to your bank. You will then receive the admission card.

Please note that, as indicated in the terms for participating in the Annual General Meeting, only those shareholders are entitled to participate in the AGM and to exercise the right to vote at the AGM, who have proven their entitlement by means of special proof of ownership of shares issued by the custodial bank in German or English as of midnight of the twenty-first day prior to the Annual General Meeting, that is, **midnight, Thursday, June 2, 2016**.

Important notice: Without proper registration for the Annual General Meeting, issuing of an authorization and the voting directions cannot be recognized as legally binding! Please request your admission card as early as possible from your custodial bank in order to ensure that you will receive your admission card in time.

2. Authorization and Directions to the Proxies Designated by the Company

Shareholders will receive, together with their admission card, a form for issuing their authorization and directions to the proxies, who are bound by those directions. The form can also be requested personally by calling telephone number +49-89-210 27 222 Mondays through Fridays (except holidays) between 9 a.m. and 5 p.m. Give your power of representation to the above-mentioned proxies designated by DEAG Deutsche Entertainment Aktiengesellschaft and instruct them to exercise your voting rights according to your instructions. Please use the **"Authorization and Directions" form** to authorize the proxies and issue your directions.

3. Send your Authorization and Directions form to the Proxies Designated by the Company

Please send your "Authorization and Directions", **together with your admission card or including your admission card number(s)** directly to your proxy:

- By mail: DEAG Deutsche Entertainment Aktiengesellschaft
c/o HCE Haubrok AG
Landshuter Allee 10
80637 Munich, Germany
- Or by fax to fax number: **+49-89-210 27 289**
- Or by email to: **vollmacht@hce.de**

Whether by mail, fax or email, please remember to return these documents no later than Wednesday, June 22, 2016 (midnight).

Important notice:

If the proxies receive your Authorization and Directions via multiple channels (mail, fax or email), the last-issued authorization in a valid form with relevant directions will be considered the binding one. In the case of authorizations that are not in a valid form, the proxies will not represent those votes in the Annual General Meeting.



In the event that directions are not correctly filled out or are not issued clearly, the proxies will abstain on the relevant agenda items and/or not participate in the vote, depending on the voting procedure. The proxies are bound by directions and are not allowed to exercise voting rights in the case of votes not announced prior to the Annual General Meeting (e.g. in the case of procedural motions). Depending upon the voting procedure, the proxies will abstain in such instances and/or not participate in the voting.

The proxies designated by the company may not be authorized to give protest declarations or submit motions or questions. If you participate in the Annual General Meeting in person, the authorization to the proxies is deemed to have been revoked. If that is not the case, the authorization issued to the proxies must be revoked in text form to the extent that a different proxy is supposed to participate in the AGM.

Questions about proxies? Employees at our **Annual General Meeting Hotline** are available for you
Monday through Friday (except holidays) from 9 a.m. to 5 p.m. at **+49-89-210 27 222**.



**AUTHORIZATION AND DIRECTIONS TO THE PROXIES DESIGNATED BY
DEAG DEUTSCHE ENTERTAINMENT AKTIENGESELLSCHAFT FOR THE
ANNUAL GENERAL MEETING ON JUNE 23, 2016**

Please send this filled out Authorization and Directions form **together with your admission card or including the number of your admission card, that you received after proper and timely registration for the Annual General Meeting**, directly to the proxies designated by the company (by mail, email or fax):

**DEAG Deutsche Entertainment Aktiengesellschaft
c/o HCE Haubrok AG
Landshtuter Allee 10
80637 Munich
Germany**

alternatively, by fax to: +49-89-210 27-289

alternatively, by email: vollmacht@hce.de

Authorization and Directions (please fill out)

I/We _____ authorize the proxies designated by
Name(s)

DEAG Deutsche Entertainment Aktiengesellschaft, Ms. Katrin Bahlo and Mr. Bernhard Orlik, employees of HCE Haubrok AG, Munich, Germany, released from the prohibition of multiple representation pursuant to Section 181 2. Alternative BGB [*Bürgerliches Gesetzbuch*/German Civil Code] and the right to issue sub-proxies, to represent me/us by disclosing my/our name in the list of attendees of the Annual General Meeting of DEAG Deutsche Entertainment Aktiengesellschaft on Thursday, June 23, 2016, and to exercise or have exercised the voting rights of _____ shares pursuant to admission card number _____
Number of Shares Admission card number

for me/us in the following manner:

I/We vote in favour of **the published proposals for resolution of the Company's management and the request for addendum** on all points of the agenda.

I/We issue **separate directions** as follows:

Separate directions

(Issue directions with regard to all agenda items on the management suggestion in each instance. Only one direction may be given for each agenda item.)

Agenda Item	YES	NO	ABSTAIN
2. Resolution on the formal approval of the activities of the Executive Board for fiscal 2015	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. Resolution on the formal approval of the activities of the Supervisory Board for fiscal 2015	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. Resolution on the election of the auditor for the financial statements of the Company and the Group for fiscal 2016 and for the period until the next Ordinary Annual General Meeting	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. Resolution on increasing the number of members on the Supervisory Board and on changing Article 8 of the By-laws with respect to the Supervisory Board	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. Resolution on the election of a member to the Supervisory Board	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7. Resolution on the cancellation of Authorised Capital 2014 and authorisation to create new authorised capital (Authorised Capital 2016/I) with the option of excluding shareholders' subscription rights, and on the corresponding amendment of the By-laws	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Addendum to the agenda due to a shareholder's request	YES	NO	ABSTAIN
8. Change in Supervisory Board remuneration	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>



We/I hereby confirm that I/we have read the Instructions on Issuing Authorizations and Directions to the Proxies Designated by the Company and acknowledge the terms regarding voting rights contained therein.

_____ / _____
Place

Date

Signature(s) or other execution of the declaration pursuant to Section 126b BGB

Please provide your phone number in case we need to contact you regarding any questions: _____