

## **ANNUAL GENERAL MEETING OF AD PEPPER MEDIA INTERNATIONAL N.V.**

### **Invitation**

ad pepper media International N.V. (the "Company") hereby invites its shareholders and all other persons with meeting rights to attend its Annual General Meeting to be held **at 9.30 a.m. on Tuesday, 16 May 2017 at NH Schiphol Airport** (Kruisweg 495, 2132 NA Hoofddorp), the Netherlands.

### **Agenda**

The agenda is as follows:

1. Opening
2. Report on the 2016 financial year (discussion item)
3. Explanation of the implementation of the remuneration policy (discussion item)
4. Adoption of the 2016 annual accounts and appropriation of profit:
  - a. Adoption of the 2016 annual accounts (voting item)
  - b. Discussion of principles underlying appropriation of profit (discussion item)
  - c. Allocation of the result in the period 2016 to the accumulated deficit (voting item)
5. Discharge of the members of the Management Board in respect of the performance of their duties during the 2016 financial year (voting item)
6. Discharge of the members of the Supervisory Board in respect of the performance of their duties during the 2016 financial year (voting item)
7. Discharge of Ulrike Handel, composition of the Management Board:
  - a. Discharge of Ulrike Handel in respect of the performance of her duties as member of the Management Board during the period from 1 January 2017 until 28 February 2017 (voting item)
  - b. composition of the Management Board (discussion item)
8. Re-election of Eun-Kyung Park as member of the Supervisory Board (voting item)
9. Re-election of Michael Oschmann as member of the Supervisory Board (voting item)
10. Appointment of the auditor for the 2017 financial year (voting item)
11. Approval of Stock Option Plan 2017 for members of the Management Board
12. Approval of Stock Option Plan 2017 for members of the Supervisory Board
13. Authorization of the Management Board to buy back Company stock for a period of 18 months (voting item)

14. Amendment of the Company's articles of association:
  - a. Proposal to amend the Company's articles of association (voting item)
  - b. Appointment of each member of the Management Board and each civil law notary, junior civil law notary, notarial assistant and lawyer, working at NautaDutilh N.V., to have the notarial deed amending the articles of association executed (voting item)
15. End of Annual General Meeting

In line with the legal requirements governing securities listed on the Frankfurt Stock Exchange, the agenda and related explanatory comments, the annual financial statements and the 2016 annual report have been deposited at the Company's premises at Prins Bernhardplein 200, 1097 JB Amsterdam, the Netherlands and at UniCredit Bank AG (Arabellastrasse 14, GMS 5, 81925 Munich, Germany) as the paying and depository agent. These documents can also be viewed at the Company's website at [www.adpeppergroup.com](http://www.adpeppergroup.com).

To participate in the Annual General Meeting and exercise their voting rights, shareholders must submit their registration to the Company's postal address (Prins Bernhardplein 200, 1097 JB Amsterdam, the Netherlands) or to UniCredit Bank AG (CBS51GM, 80311 Munich, Germany) and include documentary evidence of their shareholding.

The shareholding must exist on the 28<sup>th</sup> day prior to the Annual General Meeting, i.e. on April 18, 2017 (midnight) (record date). Documentary evidence of the shareholders' status as such on the record date must have been received by the Company together with the registration at the aforementioned address no later than the end of May 11, 2017 (midnight). The proof of shareholding must be provided in writing and formulated in German or English. The Company maintains a register in which it enters the registrations received (a register as defined by Article 2:119 of the Dutch Civil Code).

Only those shareholders that submit documentary evidence of their shareholding as of the record date are deemed to constitute shareholders for the purpose of participating in the meeting and exercising voting rights. Alongside the registration requirement, entitlement to participate and the scope of voting rights are based on the level of shareholding as of the record date. This does not involve any restriction on the disposal of shares. Even if part or all of the shares held are disposed of after the record date, participation and the scope of voting rights are based exclusively on the level of shareholding as of the record date. Anyone only becoming a shareholder after the record date and not having previously owned any shares in the Company is not entitled to participate in or exercise any voting rights at the Annual General Meeting.

Following receipt of the documentary evidence of shareholding and registration by the Company at the aforementioned addresses, shareholders, or the authorized representatives which the shareholders have appointed, will be forwarded admission tickets for the Annual General Meeting. To ensure admission tickets are received in good time, shareholders are asked to request admission tickets enabling them to participate in the Annual General Meeting from their account-holding banks at their earliest possible convenience. In these cases, the registration and proof of shareholding will be forwarded by the respective account-holding bank to the Company. Participants in the Annual General Meeting must be able to identify themselves and are therefore requested to bring a personal ID.

Upon the Annual General Meeting being convened, a total of 23,000,000 shares are in circulation and there are 20,880,708 voting rights.

Shareholders are entitled to be represented by an authorized representative (proxy) at the Annual General Meeting. Shareholders wishing to be represented by an authorized representative (proxy) must notify the Company of this and forward the power of attorney thereby granted to the Company no later than May 11, 2017 (midnight). The power of attorney may be forwarded to the following fax number or e-mail address:

ad pepper media International N.V.  
c/o UniCredit Bank AG  
CBS51GM  
80311 München  
Fax: +49 (0) 89 5400-2519  
E-Mail: [hauptversammlungen@unicredit.de](mailto:hauptversammlungen@unicredit.de)

Forms to be used for granting powers of attorney may be requested from the Company or from UniCredit Bank AG at the aforementioned addresses. Authorized representatives (proxies) must bring the registration and a copy of the power of attorney to the Annual General Meeting.

Amsterdam, April 04, 2017

The Management Board