

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, 19 May 2020 at the offices of NautaDutilh** (NautaDutilh N.V., Beethovenstraat 400, 1082 PR Amsterdam, The Netherlands).

Agenda

The agenda is as follows:

1. Opening
2. Report on the 2019 financial year (discussion item)
3. Advisory Vote on the Remuneration Report 2019 (voting item)
4. Adoption of the remuneration policy for the Management Board (voting item)
5. Adoption of the remuneration policy for the Supervisory Board (voting item)
6. Adoption of the 2019 annual accounts and appropriation of profit:
 - a. Adoption of the 2019 annual accounts (voting item)
 - b. Discussion of principles underlying appropriation of profit (discussion item)
 - c. Allocation of the result in the period 2019 to the accumulated deficit (voting item)
7. Discharge of the member of the Management Board in respect of the performance of his duties during the 2019 financial year (voting item)
8. Discharge of the members of the Supervisory Board in respect of the performance of their duties during the 2019 financial year (voting item)
9. Re-election of Dr. Stephan Roppel as member of the Supervisory Board (voting item)
10. Election of Dagmar Bottenbruch as new member of the Supervisory Board (voting item)
11. Appointment of the auditor for the 2020 financial year (voting item)
12. Authorization of the Management Board to buy back Company stock for a period of 18 months (voting item)
13. End of Annual General Meeting

Meeting documents

The agenda with the explanatory notes thereto are available on the Company's website as from today (www.adpeppergroup.com). These documents are also available for review by shareholders at the Company's offices at Frankenstr. 150C, 90461 Nürnberg, Germany. Copies of the aforementioned documents are also available to shareholders free of charge.

Record Date

The shareholding must exist on the 28th day prior to the Annual General Meeting, i.e. persons entitled to participate in and vote at the Annual General Meeting of the Company on **Tuesday, 19 May 2020** will be those persons who, after all changes have been processed, have these rights on **Tuesday, 21 April 2020** (the "**Record Date**") and are registered as such in one of the designated registers, provided that those persons have registered for the Annual General Meeting in time in accordance with the provisions below.

Registration for attendance in person

Shareholders who wish to attend the Annual General Meeting are required to notify ad pepper media International N.V. c/o Computershare Operations Center via fax +49 (0)89 30903-74675 or via email (anmeldestelle@computershare.de) through their bank or stockbroker. Notification can take place as from **Wednesday, 22 April 2020** until **18:00 CEST on Wednesday, 13 May 2020** at the latest. For this purpose, the intermediary that has registered the shares shall, no later than **18:00 CEST on Thursday, 14 May 2020**, issue a statement to ad pepper media International N.V. c/o Computershare Operations Center via fax +49 (0)89 30903-74675 or via email (anmeldestelle@computershare.de) that the shares were registered in the name of the holder thereof **on the Record Date**. Subsequently, the shareholder will receive a proof of registration which will also serve as an admission ticket for the Annual General Meeting. In addition, the intermediaries are requested to include the full address details of the relevant shareholders in order to be able to verify the shareholding on the Record Date in an efficient manner.

The Company gives top priority to the health of its employees, shareholders and other stakeholders. The Company urges all its shareholders to carefully consider whether they wish to attend the Annual General Meeting in person this year in view of possible health risks relating to the Covid-19 outbreak.

Against this background, the Company strongly encourages its shareholders to take part in the Annual General Meeting this year by way of proxy voting and not to attend the Annual General Meeting in person. There will be no social gatherings surrounding the Annual General Meeting. This way, the physical meeting can take place with only a limited number of core attendees and health risks for those attendees can be mitigated as much as possible.

In light of the measures imposed by the Dutch and German government, members of the Supervisory Board and the Management Board may not be able to attend the meeting in person. The candidate for the Supervisory Board, Dagmar Bottenbruch, may also not be able to attend the meeting physically.

Shareholders who wish to participate in the Annual General Meeting are advised to check the Annual General Meeting page on the Company's corporate website regularly to stay informed about the latest developments.

Proxy voting and voting instructions

Shareholders who wish to be represented at the Annual General Meeting shall, in addition to the registration for the Annual General Meeting as described above, give an independent third party or a person designated by the Company a duly signed proxy to represent them at the Annual General Meeting and to vote on their behalf. Such proxy must include voting instructions. Shareholders who wish to issue a proxy are required to use the form which will be available for download on the Company's website from **Tuesday, 21 April 2020**, via www.adpeppergroup.com in the section Investor Relations/Financial Calendar and Events/Annual General Meeting 2020. The completed and duly signed form by the shareholder must have been received by Computershare ultimately by **18:00 CEST on Thursday, 14 May 2020**, by post at the office address of ad pepper Media International N.V. c/o Computershare Operations Center 80249 München, Germany, via fax +49 (0)89 30903-74675 or via email (anmeldestelle@computershare.de). Before the meeting, the proxy holder must hand in the admission ticket and a valid copy of the duly signed proxy at the registration desk.

Admittance to the Annual General Meeting

Registration will take place at the registration desk at the venue between 08:30 CEST and the start of the Annual General Meeting at 09:30 CEST on Tuesday, 19 May 2020. It is not possible to register after this time. Shareholders and proxy holders can be asked to identify themselves when attending the Annual General Meeting and can be declined access in case proof of identity or proof of registration lacks. All attendees of the Annual General Meeting are therefore requested to bring identification (for instance a valid passport or driving license) to the Annual General Meeting.

Issued share capital and voting rights of the Company

At the date of the notice convening the Annual General Meeting of the Company, the Company's issued share capital amounted to EUR 1,075,000 consisting of 21,500,000 shares in bearer form having a nominal value of EUR 0.05 each. The number of shares on which voting rights can be exercised as at the day on which the Annual General Meeting is convened, is 21,000,708.

Amsterdam, April 07, 2020

The Management Board