

## Annual General Meeting of ad pepper media International N.V. on 19 May 2020 Voting proxy and voting instruction

If you are unable to attend the annual general meeting of shareholders of ad pepper media International N.V. (the "**Company**") to be held on Tuesday, 19 May 2020 at 09:30 CEST at the offices of NautaDutilh N.V., Beethovenstraat 400, 1082 PR Amsterdam, The Netherlands, (the "**AGM**") in person, you can authorise the Company's proxies or a third person to exercise your voting rights in accordance with your voting instruction below. Your timely registration and timely submission of proof of shareholding in accordance with the section "Registration for attendance in person" and "Proxy voting and voting instructions" in the convocation notice of the AGM is also required in this case.

Shareholders are requested to ensure that this voting proxy and voting instruction is completed and duly signed, and received by Computershare by post, fax or email (e.g. as a PDF file) by no later than **18:00 CEST on Thursday 14 May 2020**:

ad pepper media International N.V. c/o Computershare Operations Center, 80249 München, Germany	<b>Fax:</b>	+49 (0)89 30903-74675
	<b>Email:</b>	anmeldestelle@computershare.de

### Proxy for the AGM

The undersigned:

*(if the shareholder is a private person)*

Name (first name and surname):	
Address	
Postal code and city	
Country	
Passport number <sup>1</sup> and country of issue	
Number of shares held in the Company on the Record Date (i.e. Tuesday, 21 April 2020 (midnight CEST))	

*(if the shareholder is a legal entity)*

Company name:	
Office address	
Legal representative(s) <sup>2</sup>	
Passport number <sup>3</sup> and country of issue	
Number of shares held in the Company on the Record Date (i.e. Tuesday, 21 April 2020 (midnight CEST))	

hereinafter referred to as the "Shareholder", hereby grants a power of attorney to: *(please tick appropriate box)*

NautaDutilh N.V., Beethovenstraat 400, 1082 PR Amsterdam, the Netherlands.

the following person:

Name (first name and surname):	
Address	
Postal code and city	
Country	

hereinafter referred to as the "Proxy Holder", to be present at the AGM on behalf of the Shareholder, to sign the presence registration forms, participate in deliberations, speak, exercise voting rights that are connected to all the shares held by the

<sup>1</sup> Please attach copy of valid passport.

<sup>2</sup> Please attach documents evidencing that the representative(s)/signator(y)(ies) is/are authorised to represent the legal entity (e.g. copy of the excerpt of the trade register evidencing the authority).

<sup>3</sup> Please attach copy of valid passport.

Shareholder in respect of the items on the AGM 2020 agenda in accordance with the voting instruction below, and do whatever the Proxy Holder may deem necessary, all with the authority of substitution.

The Shareholder hereby agrees to indemnify and to hold harmless the Proxy Holder against any claims, actions or proceedings made against the Proxy Holder and against any damages, costs and expenses that the Proxy Holder might incur in connection with this power of attorney. This power of attorney is governed by Dutch law. Disputes, if any, with respect to this power of attorney shall be exclusively submitted to the competent court in The Netherlands. In the event that the Shareholder later decides to attend the AGM in person, he/she/it has the possibility to withdraw this power of attorney and voting instruction prior to the AGM at the reception desk of the venue of the AGM.

### Voting instruction

*For a valid vote, only mark one box per voting item. In the event that this power of attorney is granted without voting instruction, it shall be deemed to be a voting instruction in favour of the voting item if the proposal is made by the managing board and/or the supervisory board of the Company where no voting instruction was given, and against the other voting item for all other proposals.*

<b>Individual voting instruction for agenda items (voting items only):</b>	<b>FOR</b>	<b>AGAINST</b>	<b>ABSTAIN</b>
Agenda item 3.: Advisory Vote on the Remuneration Report 2019	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Agenda item 4.: Adoption of the remuneration policy for the Management Board	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Agenda item 5.: Adoption of the remuneration policy for the Supervisory Board	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Agenda item 6.a.: Adoption of the 2019 annual accounts	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Agenda item 6.c.: Allocation of the result in the period 2019 to the accumulated deficit	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Agenda item 7.: Discharge of the member of the Management Board in respect of the performance of his duties during the 2019 financial year	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Agenda item 8.: Discharge of the members of the Supervisory Board in respect of the performance of their duties during the 2019 financial year	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Agenda item 9.: Re-election of Dr. Stephan Roppel as member of the Supervisory Board	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Agenda item 10.: Election of Dagmar Bottenbruch as new member of the Supervisory Board	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Agenda item 11.: Appointment of the auditor for the 2020 financial year	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Agenda item 12.: Authorization of the Management Board to buy back Company stock for a period of 18 months	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

City

Date

Signature(s) (legal representative(s) of) Shareholder

Please state your phone number in case we have any further questions (voluntary):

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