

CORPORATE GOVERNANCE REPORT

Ströer SE complies extensively with its duty to ensure reliable and conscientious corporate governance in order to maintain the capital markets' trust in the Company. Ströer SE also attaches great importance to responsible and sustainable management within the Company. A close working relationship between the board of management and supervisory board that is based on mutual trust, respect for shareholder interests as well as the openness of internal and external corporate communication form the fundamental basis of good corporate governance.

Notes to the declaration of compliance in accordance with Sec. 161 AktG

Ströer SE bases its corporate governance on the generally accepted standards of good corporate governance, with particular regard to the recommendations and suggestions of the German Corporate Governance Code (GCGC). The joint declaration of compliance of the supervisory board and board of management in accordance with Sec. 161 AktG [“Aktiengesetz”: German Stock Corporation Act] which was submitted on 17 December 2015 deviates three times from the recommendations of the GCGC as amended on 5 May 2015. The deviations relate to recommendations which the board of management and supervisory board of Ströer SE do not consider necessary in its particular circumstances. The declaration is available on Ströer SE’s website (under the “Corporate Governance” menu item at <http://ir.stroeer.com/websites/stroeer/English/1/investor-relations.html>) as a component of the corporate governance declaration.

Ströer SE implements most of the suggestions of the GCGC in addition to the recommendations of the Code (“should” or “can” suggestions).

In line with the GCGC recommendation, the supervisory board regularly reviews whether it is working efficiently. These efficiency reviews are based in particular on the exchange of information between the supervisory board and board of management, as well as checking the independence of members of the supervisory board.

Any conflicts of interest that may have arisen involving members of the board of management or the supervisory board were reported without delay. In fiscal year 2015, one conflict of interest arose for a member of the supervisory board. The supervisory board reports on conflicts of interest and their resolution in its report to the shareholder meeting.

Ströer SE attaches particular importance to informing the shareholders promptly about the economic development of the Company. The group annual report and the interim financial reports were published in the reporting year within the legally prescribed periods in line with the recommendations of the GCGC.

In fiscal year 2015, we published seven ad hoc reports, which are available on our website (under the “News & Publications” menu item at <http://ir.stroeer.com/websites/stroeer/English/1/investor-relations.html>).

Directors' dealings

In accordance with Sec. 15a WpHG [“Wertpapierhandelsgesetz”: German Securities Trading Act], members of the board of management, supervisory board and other executive employees are required to disclose their trades in Ströer SE stock or any related financial instruments if the value of the purchase or sale reaches or exceeds EUR 5,000.00 in any one calendar year. This obligation also applies to individuals closely related to the above group. The following announcements on directors' dealings were made in fiscal year 2015:

Name	Reason for announcement	Purchase/sale	Date	Place	Number	Price in EUR	Transaction size
	Closely related individual: Spouse	Sale	18 Nov 2015	OTC	24,600	58.00	EUR 1,426,800.00
Udo Müller	Person in a managerial position – management board member	Purchase	18 Nov 2015	OTC	24,600	58.00	EUR 1,426,800.00

Shareholdings of the board of management and supervisory board

The following shareholdings of the board of management and supervisory board were reported for fiscal year 2015: the chairman of the supervisory board, Mr. Christoph Vilanek, holds around 0.1% of the shares in Ströer SE. Dirk Ströer, member of the supervisory board, holds 21.8% of the total stock of Ströer SE. The other members of the supervisory board do not have any shares. The chairman of the board of management, Mr. Udo Müller, holds 21.42%, Mr. Christian Schmalzl holds around 0.05% of Ströer SE stock.

Independence of the auditor

Ernst & Young GmbH Wirtschaftsprüfungsgesellschaft, Cologne, was elected auditor for fiscal year 2015 by the shareholder meeting and audited both the consolidated and separate financial statements for 2015. Ströer SE contractually agreed with Ernst & Young GmbH Wirtschaftsprüfungsgesellschaft, Cologne, that the latter would inform the chairman of the audit committee on an ongoing basis of any possible material findings and events arising during the audit. The supervisory board obtained a comprehensive independence declaration from the auditor before the shareholder meeting resolved to recommend the appointment of Ernst & Young GmbH Wirtschaftsprüfungsgesellschaft, Cologne, as Ströer SE's auditor for fiscal year 2015. This declaration states that the auditor has no business, financial, personal or other relations that could cast doubt on its independence.