

Please return by 10 June 2015, at midnight (end of day) (CEST) – latest receipt date!

bmp media investors AG
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Special proof pursuant to section 123 of the German Stock Corporation Act (Aktiengesetz – AktG) for attendance at the Annual General Meeting of bmp media investors AG on 17 June 2015 in Berlin and form for grant of proxy and issuance of instructions pursuant to section 124a AktG

If you were registered by your custodian institution directly for our Annual General Meeting and wish to attend the Annual General Meeting in person, you do not need to do anything.

If you were registered by your custodian institution directly for our Annual General Meeting, but cannot attend in person, you can grant our proxy holders power to exercise your voting rights.

For this, please use PART 2 of this form.

If you were **not** registered by your custodian institution directly for our Annual General Meeting, you can personally do so on this form (PART 1).

If you wish in **addition** to grant our proxy holders power to exercise your voting rights, also fill out PART 2 of this form.

Please send the complete form (three pages) both in advance via fax (see above) and the original to the above address, and don't forget to sign at the places indicated for this!

Please fill out the complete form clearly and legibly in block letters.

You can obtain further information from our registration instructions on our home page.

TOP SECTION (to be filled out by the custodian institution in both cases)

Shareholder data:

Last name, first name: _____

Street: _____

Postal code and place: _____

We hereby confirm to you that, on the record date 27 May 2015, at midnight (start of day) (CEST),

_____ shares

of bmp media investors AG, ISIN DE0003304200,
were held in your custody account.

- ☐ We as a custodian institution **directly** registered or will **directly** register the shareholder's shares for the Annual General Meeting of bmp media investors AG.
- ☐ We, as a custodian institution, did **not directly** register or will **not directly** register the shareholder's shares for the Annual General Meeting of bmp media investors AG. The shareholder in Part 1 of this form will register the shares.

Place, date

Custodian Institution
(stamp/signature)

PART 1 (registration of shares for attendance at the Annual General Meeting)

Please note: If your shares will not be or were not registered by your custodian institution and you wish to attend the Annual General Meeting in person or grant proxy to a third party, you can do this below.

Confirmation

I affirm that my shares were **not** and will **not** be **directly** registered by my custodian institution.

Place, date

Signature(s) or name of the declarant(s) (readable)

Extent of attendance

The shareholdings attested in the top section will be registered if the following declaration is not selected.

☐ I/we wish only to be registered with _____ shares for the Annual General Meeting.

Order for admission tickets

Individual person

☐ I am coming to the Annual General Meeting in person and need ☐ one ☐ two admission ticket(s)

Body of persons

We are coming to the Annual General Meeting in person and need

☐ two admission tickets for both of us

☐ one admission ticket made out to _____
(last name, first name, address)

for a proxy holder or association of shareholders

☐ I/we are not coming to the Annual General Meeting in person. The admission ticket is to be made out to

(last name, first name, address)

Place, date

Signature(s) or name of the declarant(s) (readable)

PART 2 (Proxy/instructions to the company's proxy holders)

Please note: If you wish to grant our company's proxy holders power to exercise your voting rights, you can do this here:

I/we hereby empower the company's proxy holders, Ms. Jacqueline Bäker, Berlin, and Dr. Jan Alberti, Berlin, each individually and with the right to issue a sub-proxy, to exercise my/our voting rights in the name of the person to whom it concerns – without disclosing my/our name

☐ in favour of the management recommendations on all agenda items

☐ in accordance with the following instructions

No mark will be considered as abstention.

Proxy / instructions are revoked on the condition of the personal participation of the principal or his representative at the meeting

Agenda items	yes	no
2 Ratification of the acts of the Executive Board for financial year 2014		
3. Ratification of the acts of the Supervisory Board for financial year 2014		
4. Change of the name and company purpose as well as corresponding amendments to the articles of association		
5. Authorisation of the Executive Board to acquire and use treasury shares pursuant to section 71 (1) no. 8 AktG with the option of disapplication of subscription rights in the disposition of treasury shares as well as revocation of the existing authorisation to acquire and use treasury shares		
6. Adoption of resolution on amending the resolution of the Annual General Meeting of 27 June 2014, on partially cancelling the 2014 Contingent Capital I and on the corresponding amendment to the articles of association		
7. Adoption of resolution on the creation of new 2015 Contingent Capital I and on the authorisation to issue a stock option plan with issuance of stock options with subscription rights to shares of the company to members or the Executive Board, members of management and selected employees of the company and of subordinate affiliates companies as well as on corresponding amendments to the articles of association		
8. Appointment of the auditor and the auditor of the consolidated financial statements		

Place, date

Signature(s) or name of the declarant(s) (readable)