

**DES**  
Deutsche EuroShop

# DES

EXTRAORDINARY  
GENERAL MEETING

# 24

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GENERAL MEETING



EXTRAORDINARY GENERAL MEETING ON MONDAY, 8 JANUARY 2024

# DESTINATION: SHOPPING

Deutsche EuroShop AG  
Hamburg  
German securities no.: 748 020 / ISIN: DE 000 748 020 4

Unique identifier of the event: DEQ012024aHV

**Convenience Translation - the German version is the only binding version**

We hereby invite our shareholders to our

# EXTRAORDINARY GENERAL MEETING

on Monday, 8 January 2024, at 14:00 hours - CET

at the Hamburg Chamber of Crafts (Handwerkskammer Hamburg),  
Holstenwall 12, 20355 Hamburg, Germany.

## I. AGENDA

### 1. RESOLUTION ON THE APPROPRIATION OF PROFITS OF DEUTSCHE EUROSHOP AG, AMENDING THE RESOLUTION ON THE APPROPRIATION OF PROFITS PASSED BY THE ANNUAL GENERAL MEETING ON 29 AUGUST 2023 ON THE APPROPRIATION OF THE NET PROFIT FOR THE FINANCIAL YEAR 2022

It is part of Deutsche EuroShop AG's (the "Company") strategy to raise the Deutsche EuroShop Group's debt ratio to between 50% and 60% by a reorganisation of its capital and financing structure – subject to obtaining an investment grade rating for debt instruments that may be issued – and use the proceeds from such debt instruments and cash not needed to meet the Deutsche EuroShop Group's liquidity requirements to increase dividend payments or pay a special dividend. In this context, the Company recently reviewed the Deutsche EuroShop Group's liquidity requirements. Furthermore, companies of Deutsche EuroShop Group, in particular those in which Deutsche EuroShop Group acquired additional shares at the beginning of 2023, are currently in the process of increasing existing loans. As regards the respective companies, the additional borrowing ultimately serves to subsequently increase the debt capital for the respective shopping centers and, from a group perspective, also to raise the debt ratio. The Deutsche EuroShop Group therefore now has cash available for distribution to shareholders in the short term.

The proposed distribution to shareholders is planned to be made by payment of a special dividend for the financial year 2022, which is to be distributed in addition to the dividend already paid to shareholders on 1 September 2023.

To this end, it is necessary to amend the resolution on the appropriation of profits adopted by the Company's Annual General Meeting on 29 August 2023. Under agenda item 2, the Annual General Meeting on 29 August 2023 resolved to use a partial amount of EUR 191,160,797.50 of the net profit of EUR 691,160,885.44 for the financial year 2022 to distribute a dividend in the amount of EUR 2.50 per no-par value share entitled to dividend and to carry forward the remaining partial amount of EUR 500,000,087.94 to the next accounting period. The special dividend is now proposed to be paid from the remaining partial amount of EUR 500,000,087.94, which was carried forward to the next accounting period by the Annual General Meeting 2023.

For this reason, the Executive Board and the Supervisory Board propose that the following resolution be adopted:

The resolution on the appropriation of profits adopted by the Company's Annual General Meeting on 29 August 2023 is amended to the effect that the partial amount of EUR 500,000,087.94 of the net profit carried forward from the financial year 2022 is appropriated as follows:

- a) the amount of EUR 103,226,830.65 is used for distribution of a special dividend of EUR 1.35 per no-par value share entitled to dividend

and

- b) the remaining partial amount of EUR 396,773,257.29 is carried forward to the next accounting period.

Taking into account the resolution on the appropriation of profits already adopted by the Company's Annual General Meeting on 29 August 2023, the total appropriation of net profit for the financial year 2022 is as follows:

**Net profit for the financial year 2022** **EUR 691,160,885.44**

– **distribution of a dividend in the amount of EUR 2.50 per no-par value share entitled to dividend**, as resolved upon at the Company's Annual General Meeting on 29 August 2023 and already paid on 1 September 2023

**EUR 191,160,797.50**

– **distribution of a further dividend in the amount of EUR 1.35 per no-par value share entitled to dividend** according to the above proposed resolution

**EUR 103,226,830.65**

**Total distribution**

**EUR 294,387,628.15**

**Remaining profit carried forward** according to the above proposed resolution

**EUR 396,773,257.29**

Pursuant to section 58 para. 4 sentence 2 AktG, the entitlement to the further dividend in the amount of EUR 1.35 per no-par value share entitled to dividend shall be due on the third business day following the resolution of the general meeting, i.e. on 11 January 2024.

The Company may amend its proposed resolution on the distribution of a further dividend before or at the latest at the General Meeting if this is deemed possible and expedient for the distribution of a higher dividend in light of new circumstances arising, such as, in particular, the creation of additional liquidity obtained through loan agreements which are expected to be concluded from today's perspective.

## II. FURTHER INFORMATION ON THE GENERAL MEETING

### 1. REGISTRATION FOR THE GENERAL MEETING

Only shareholders who are entered in the share register as shareholders of the Company and who have registered for the meeting so that their registration has been received by the Company in written form by 1 January 2024, 24:00 hours CET (end of day), at the latest, are entitled to participate in the General Meeting and exercise their voting rights.

Shareholders who are entered in the share register can register with the Company in written form using the following address, fax number or email address:

Deutsche EuroShop AG  
c/o Better Orange IR & HV AG  
Haidelweg 48  
81241 Munich  
Germany  
Fax: +49 (0)89 889 690 633  
Email: deutsche-euroshop@better-orange.de

A registration form, together with the invitation to the General Meeting, will be sent to all shareholders who have been entered in the Company's share register by the start of the 21st day prior to the General Meeting (18 December 2023, 00:00 hours CET (start of day), at the latest. The registration form is also available for download from the Company's website at [www.deutsche-euroshop.de/HV](http://www.deutsche-euroshop.de/HV).

Moreover, you have the possibility to register electronically using our password-protected "Online Service for Shareholders" in accordance with the procedure established by the Company via the following web address:

[www.deutsche-euroshop.com/AGM](http://www.deutsche-euroshop.com/AGM)

The individual access data for use of the password-protected Online Service for Shareholders, together with the invitation to the General Meeting and the form for registration and ordering admission tickets, will be provided to all shareholders who are entered in the Company's share register on 18 December 2023, 00:00 hours CET (start of day).

New shareholders who are entered in the Company's share register between 18 December 2023, 00:00 hours CET (start of day), and 1 January 2024 24:00 hours CET (end of day), and are therefore not sent a form for registration and ordering admission tickets may also register in written form (section 126b German Civil Code (Bürgerliches Gesetzbuch – BGB) at the above address, fax number or email address. In case the form submitted by the Company is not used for registration, the registering shareholder must be clearly identified, e.g., by stating the shareholder's full name or company name, address and shareholder number.

After timely and proper registration, admission tickets to the General Meeting will be sent or deposited at the place of the meeting as organisational aids.

### Meaning of the technical record date

The number of votes to which a shareholder is entitled at the General Meeting depends on the number of shares held by the shareholder and registered in the share register on the day of the General Meeting. Such number of shares will correspond to the number of shares held and registered on the date of close of registration for the General Meeting as, pursuant to section 11 para. 5 of the articles of association, no deletions, entries or amendments will be made in the share register during the six days prior to the General Meeting or on the day of the General Meeting itself. Thus, the technical record date is 1 January 2024, 24:00 hours CET (end of day) ("Technical Record Date"). Purchasers of shares whose applications for change of registration are received by the Company after 1 January 2024, 24:00 hours CET (end of day), will therefore not be permitted to exercise participation and voting rights attached to these shares in the General Meeting. In such cases, the participation and voting rights shall remain with the shareholder entered in the share register prior to the change of registration. However, the shares are not blocked in any way by registering for the General Meeting, i.e. shareholders are free to dispose of and sell their shares even after having registered for the General Meeting. The Technical Record Date is not relevant for the entitlement to dividends

## 2. EXERCISE OF VOTING RIGHTS

Shareholders can exercise their voting right personally, by proxy and through proxies appointed by the Company.

### a) Exercise of voting rights by proxy

Voting rights may also be exercised at the General Meeting by an authorised intermediary within the meaning of section 135 German Stock Corporation Act (Aktengesetz – AktG) (e.g. the custodian bank or another credit institution), shareholders' association, a proxy advisor or any other person of choice. Also in these cases, a timely and proper registration for the General Meeting is required.

Forms for registration and granting of proxy and, if applicable, instructions as well as the individual access data for use of the password-protected Online Service for Shareholders, together with the invitation to the General Meeting, will be sent to the shareholders who are entered in the share register on 18 December 2023, 00:00 hours CET (start of day). The documents are also available from the Company upon request free of charge. Moreover, the relevant forms are also available at the web address:

[www.deutsche-euroshop.com/AGM](http://www.deutsche-euroshop.com/AGM)

for download.

If neither an intermediary within the meaning of section 135 AktG nor a shareholders' association, or a person or institution equivalent to these in accordance with the provisions of the German Stock Corporation Act, is authorised, a proxy may also be granted using a web dialogue in accordance with section 13 para. 3 sentence 2 of the articles of association. The same applies to the revocation of a proxy.

In case a proxy is granted to an authorised representative, proof thereof can be provided to the Company on the day of the General Meeting at the entrance and exit control. Proof of authorisation by proxy may also be submitted to the Company at the following address, fax number or email address:

Deutsche EuroShop AG  
c/o Better Orange IR & HV AG  
Haidelweg 48  
81241 Munich  
Germany  
Fax: +49 (0)89 889 690 633  
Email: [deutsche-euroshop@better-orange.de](mailto:deutsche-euroshop@better-orange.de)

Alternatively, a proxy (except for a proxy to an intermediary or a shareholders' association, or a person or institution equivalent to these pursuant to the German Stock Corporation Act) may be granted or revoked by way of electronic data transmission using the password-protected "Online Service for Shareholders" via the following web address until 7 January 2024, 24:00 hours CET:

[www.deutsche-euroshop.com/AGM](http://www.deutsche-euroshop.com/AGM)

The individual access data for use of the password-protected Online Service for Shareholders, together with the invitation to the General Meeting and the form for registration and ordering admission tickets, will be provided to all shareholders who are entered in the Company's share register on 18 December 2023, 00:00 hours CET (start of day).

With respect to the authorisation of intermediaries and persons equivalent to them pursuant to section 135 para. 8 AktG, section 135 AktG shall apply.

### b) Exercise of voting rights through proxies appointed by the Company

Deutsche EuroShop AG also allows its shareholders to authorise a proxy holder who will be bound by the instructions of the shareholder to act as its representative at the General Meeting.

The granting or revocation of a proxy or the issuing or amendment of instructions to the proxy holder of the Company shall be sent to the address, fax number or email address specified above for the granting of proxies vis-à-vis the Company or by way of electronic data transmission using the password-protected "Online Service for Shareholders" via the following web address:

[www.deutsche-euroshop.com/AGM](http://www.deutsche-euroshop.com/AGM)

Additional proof of authorisation of proxies appointed by the Company is not required.

Prior to the General Meeting, it is possible to grant or revoke a power of attorney or to amend the instructions issued to the proxies appointed by the Company. For organisational reasons, we kindly ask you to submit the granting or revocation of a proxy or the issuance or amendment of instructions to the Company by 7 January 2024, 24:00 hours CET (end of day), at the address, fax number, email address specified above or via the password-protected Online Service for Shareholders at

[www.deutsche-euroshop.com/AGM](http://www.deutsche-euroshop.com/AGM)

In addition, we offer shareholders, shareholder representatives and their authorised representatives, respectively, who have registered in due form and time and who appear at the General Meeting, to authorise the proxies appointed by the Company to exercise voting rights in accordance with instructions or to amend instructions directly at the General Meeting before the voting has started.

Proxies appointed by the Company shall only exercise voting rights and shall not exercise any further rights such as the right to ask questions or make motions.

### **3. INFORMATION ON THE RIGHTS OF SHAREHOLDERS PURSUANT TO SECTIONS 122 PARA. 2, 126 PARA. 1, 127 AND 131 PARA. 1 AKTG**

#### **a) Requests to amend the agenda pursuant to section 122 para. 2 AktG**

Pursuant to section 122 para. 2 AktG, shareholders whose shares in total amount to at least one-twentieth or the pro-rata amount of EUR 500,000.00 of the share capital may request that further items be included in the agenda and published. Each new agenda item shall be accompanied by an explanation or a proposed resolution. The respective shareholders have to provide proof that they have been holders of the shares for at least 90 days before the date on which the request was received and that they will hold the shares until the Executive Board makes its decision on the motion (cf. section 142 para. 2 sentence 2 AktG in conjunction with section 122 para. 1 sentence 3 and para. 2 sentence 1 AktG). The request shall be made in writing to the Company using the following address and must have been received by the Company by 8 December 2023, 24:00 hours CET (end of day), at the latest. Such requests should be sent to the following address:

Deutsche EuroShop AG  
Executive Board  
Heegbarg 36  
22391 Hamburg  
Germany

Any requested additional agenda items to be published – unless already included in the invitation – will be published (in German language only) in the German Federal Gazette (Bundesanzeiger) immediately upon receipt and forwarded for publication to media that can be expected to disseminate the information throughout the European Union. In addition, they will form part of the notifications pursuant to section 125 AktG. They will also be published and communicated (in German language only) to the shareholders on the Company's website at

[www.deutsche-euroshop.de/HV](http://www.deutsche-euroshop.de/HV)

#### **b) Countermotions and election proposals pursuant to sections 126 para. 1 and 127 AktG**

Shareholders may file countermotions and alternative election proposals to a proposal by the Executive Board and /or Supervisory Board on the agenda. Such requests should be sent to the following address, stating the name of the shareholder and any reason(s) for the request:

Deutsche EuroShop AG  
Patrick Kiss  
Heegbarg 36  
22391 Hamburg  
Germany  
Fax: +49 (0) 40 / 41 35 79 29  
E-Mail: [ir@deutsche-euroshop.de](mailto:ir@deutsche-euroshop.de)

Countermotions by shareholders that are received at the given address at least 14 days before the date of the General Meeting, i.e. by 24 December 2023, 24:00 hours CET (end of day), at the latest, will be made available to all shareholders (in German language) on the Internet at

[www.deutsche-euroshop.de/HV](http://www.deutsche-euroshop.de/HV)

together with any comments by the management, provided that the requirements for the obligation to publish pursuant to section 126 AktG are met. Countermotions by shareholders sent to any other address will not be considered. The above statements on section 126 para. 1 AktG apply mutatis mutandis to any shareholder proposals on the appointment of Supervisory Board members or auditors pursuant to section 127 AktG. Insofar as appointment proposals do not relate to items on the agenda, the Company reserves the right to refrain from publication in accordance with sections 127 sentence 1, 126 para. 2 no. 2 AktG.

#### **c) Right to request information pursuant to section 131 para. 1 AktG**

At the General Meeting, each shareholder may request information pursuant to section 131 para. 1 AktG from the Executive Board on matters concerning the Company, on the legal and business relations of the Company with affiliates, and on the situation of the Group and the companies included in the consolidated financial statements, to the extent that such information is necessary for a proper evaluation of the agenda item. The Executive Board may refrain from answering individual questions for the reasons stated in section 131 para. 3 AktG.

#### **d) Additional explanations**

Additional information on the rights of shareholders pursuant to sections 122 para. 2, 126 para. 1, 127 and 131 para. 1 AktG is available on the Internet at

[www.deutsche-euroshop.com/AGM](http://www.deutsche-euroshop.com/AGM)

#### 4. PUBLICATIONS ON THE COMPANY'S WEBSITE

Information pursuant to section 124a AktG will be made available to the shareholders at

[www.deutsche-euroshop.com/AGM](http://www.deutsche-euroshop.com/AGM)

Any voting results will also be published there after the end of the General Meeting.

#### 5. INFORMATION PURSUANT TO SECTION 49 PARA. 1 SENTENCE 1 NO. 1 GERMAN SECURITIES TRADING ACT (WERTPAPIERHANDELSGESETZ – WPHG)

At the time of convening this General Meeting, the share capital of the Company is divided into 76,464,319.00 no-par value shares. Each share grants one vote. The Company does not hold any treasury shares at the time of convening this General Meeting, so that the total number of shares with participation and voting rights is 76,464,319.

#### 6. INFORMATION ON DATA PROTECTION

Our data protection statement regarding the processing of our shareholders' personal data is available for inspection and download on the Company's website at

[www.deutsche-euroshop.com/AGM](http://www.deutsche-euroshop.com/AGM)

Hamburg, November 2023

Deutsche EuroShop AG  
The Executive Board

#### Minimum information pursuant to section 125 para. 2 German Stock Corporation Act (AktG) in connection with section 125 para. 5 AktG, article 4 para. 1 and table blocks A to C 3 of the annex to Implementing Regulation (EU) 2018/1212

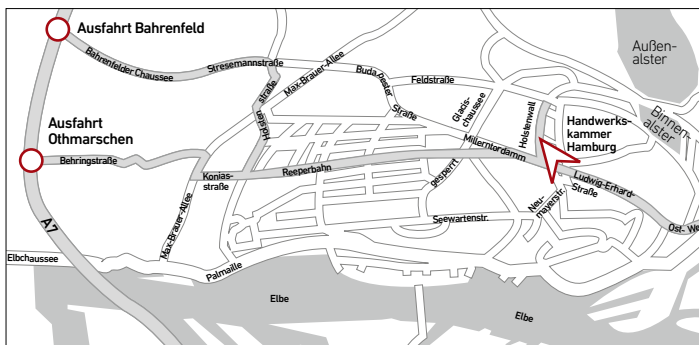
Type of Information	Description
<b>A. Specification of the message</b>	
1. Unique identifier of the event	DEQ012024aHV
2. Type of message	Meeting notice of a general meeting [format pursuant to Implementing Regulation (EU) 2018/1212: NEWM]
<b>B. Specification of the issuer</b>	
1. ISIN	DE0007480204
2. Name of issuer	Deutsche EuroShop AG
<b>C. Specification of the meeting</b>	
1. Date of the general meeting	08.01.2024 [format pursuant to Implementing Regulation (EU) 2018/1212: 20240108]
2. Time of the general meeting	14:00 hours (CET) [format pursuant to Implementing Regulation (EU) 2018/1212: 13:00 UTC]
3. Type of the general meeting	Extraordinary general meeting [format pursuant to Implementing Regulation (EU) 2018/1212: XMET]
4. Location of the general meeting	Hamburg Chamber of Crafts (Handwerkskammer Hamburg), Holstenwall 12, 20355 Hamburg, Germany
5. Record Date	01.01.2024 [format pursuant to Implementing Regulation (EU) 2018/1212: 20240101]
6. Uniform Resource Locator (URL)	<a href="https://www.deutsche-euroshop.de/HV">https://www.deutsche-euroshop.de/HV</a>

## DIRECTIONS

### By car

A7: Exit at Othmarschen, Bahrenfeld or Schnelsen: Head towards the city center and the Hamburg-Mitte district.

A1: Coming from Lübeck and heading towards Hamburg: Continue towards the city center along Sievekingsallee and Bürgerweide. Turn right into Wallstraße. Continue along Wallstraße and Sechslingspforte until you reach the end. Turn left onto An der Alster and continue along this street until you reach Ferdinandstor, then turn right and cross the Lombardsbrücke bridge and continue straight ahead along Esplanade and Gorch-Fock-Wall until you reach Holstenwall.



### By Bus

The Handwerkskammer can be reached by taking bus number 112 from Hamburg Central Station (Hamburg-Hauptbahnhof) or Altona Station (Bahnhof Altona). The stop is called "Handwerkskammer Hamburg" and is located directly in front of the main entrance.

### By metro (U-Bahn or S-Bahn)

U2 / Messehallen station: Take the Wallanlagen exit, go past the law courts and turn right into Holstenwall. Total walking distance: approx. 400 m.

U3 / Bahnstation St. Pauli: Take the Millerntor exit. It takes around five minutes on foot to reach Holstenwall from the station.

S1,S3 / Bahnstation Stadthausbrücke: Take the Michaelisstraße exit, go up the hill until you reach Großneumarkt, cross Großneumarkt, then turn left into Neuer Steinweg and right into Neanderstraße. When you reach Enckeplatz, turn left and continue along the street until you reach Holstenwall on the right.

### By bicycle

In the parking garage „Bei Schuldts Stift“ you will find a sufficient number of bicycle parking spaces with direct access to the Handwerkskammer.

## IMPRINT

### Published by

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### Art Direction & Design

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