

Total number of shares and voting rights at the time of convening the Annual General Assembly

At the date on which the present Annual General Assembly was convened, the company had a total of **36,503,896** shares embodying a total of **36,503,896** voting rights. The company did not hold any own shares at the date the assembly was convened.

Attendance at the Annual General Assembly

Conditions for attending the Annual General Assembly and exercising voting rights (date of proof in accordance with Section 53 of the SE Directive and Section 123 (4) sentence 2 AktG and its meaning)

The Annual General Assembly may be attended and voting rights exercised by those shareholders who submit a corresponding application to the company at the following address by the end of **July 14, 2017 (24:00 hours)** in text form (Section 126 b of the German Civil Code (BGB)) in German or English.

Shareholders must also be able to prove their eligibility to attend the Annual General Assembly and to exercise their voting rights. This requires a notice of shareholding from the custodian bank which must relate to the beginning of **June 30, 2017 (00:00 hours, record date)** and be received by the company at the address below by the end of **July 14, 2017 (24:00 hours)**. Proof must be provided in text form (Section 126 b of the German Civil Code (BGB)) in German or English. With respect to the company, only those shareholders who have submitted proof may attend the Annual General Assembly or exercise their voting rights. Eligibility to attend and the scope of the voting rights are based exclusively on the shareholding of the respective shareholder on the date of proof (record date). The date of proof is not associated with any restraints on disposal of the shareholding. Even in the event of complete or partial disposal of the shareholding following the date of proof, only the shareholder's shareholding on the date of proof is relevant to attendance and the scope of the voting rights; i.e. sales of shares after the date of proof do not affect a shareholder's eligibility to attend or the scope of their voting rights.

The application and the proof of shareholding should be submitted to the following **application address**:

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GfK SE
c/o Deutsche Bank AG
Securities Production
– General Meetings –
P.O. Box 20 01 07
60605 Frankfurt am Main
Germany
or by fax: +49 69 12012-86045
or by e-mail: WP.HV@db-is.com

After the application and the notice of shareholding are received, shareholders will be sent attendance cards for the Annual General Assembly by the registration office. In order to ensure that attendance cards are received in good time, we would ask shareholders to apply and send their proof of shareholding to the company and to contact their custodian bank as early as possible.

The company is entitled to request appropriate additional evidence, if it has doubts as to the accuracy or authenticity of the evidence provided. If this additional evidence is not provided or is provided in an inappropriate form, the company may reject the shareholder's application.

Procedure for voting by proxy

Shareholders who do not wish to attend the Annual General Assembly in person may authorize a bank, a shareholder association, the proxies appointed by the company or another person of their choice to exercise their voting rights. Also in the event of representation by a proxy, it is necessary to apply in good time and to prove the shareholding in accordance with the specifications above. If a shareholder grants power of attorney to more than one person, the company may reject one or more of these persons.

The granting, revocation and demonstration of power of attorney with respect to the company must be provided in text form (Section 126 b BGB) unless the power of attorney is granted to credit institutions, associations of shareholders and individuals, institutions or companies of equal status pursuant to Sect. 135 (8) or Sect. 135 (10) in connection with Sect. 125 (5) AktG. Power of attorney may also be revoked by way of the shareholder attending the Annual General Assembly in person. If power of attorney is granted to credit institutions, associations of shareholders and individuals, institutions or companies of equal status pursuant to Sect. 135 (8) or Sect. 135 (10) in connection with Sect. 125 (5)

AktG, special form conditions may apply; in this case, shareholders are requested to agree in good

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time with the party to be granted power of attorney on a form of power of attorney that may be required by the latter. In these cases, the power of attorney must by law be issued to a specific proxy and must be recorded by the proxy in a verifiable manner. The declaration of the power of attorney must also be complete and may only contain declarations linked to the exercise of the voting right.

Shareholders who wish to grant power of attorney to a proxy are requested to use the form provided by the company to grant power of attorney and issue any instructions. This will be sent to the correctly registered persons together with the attendance card.

Proof that power of attorney has been granted can be provided by the person who holds the power of attorney presenting the power of attorney at the admission check on the day of the Annual General Assembly. In order to provide proof by mail or fax or email, shareholders and proxies are requested to use the address below. These means of transmission are also available if power of attorney is granted in the form of a declaration to the company; in this case, it is no longer necessary to provide separate proof that power of attorney has been granted. The revocation of a granted power of attorney may also be declared to the company directly using the aforementioned means of transmission.

Shareholders who have applied correctly using the procedure detailed above may also grant power of attorney to the proxies appointed by the company. If granted power of attorney, the proxies appointed by the company will exercise the relevant voting rights in accordance with the shareholder's instructions. Power of attorney including instructions must also be granted in text form (Section 126 b BGB). If the shareholders do not issue voting instructions, the proxies appointed by the company will not be eligible to exercise their voting rights. The proxies appointed by the company are not permitted to accept instructions on requests to speak or to raise questions or motions.

The power of attorney and instruction form sent to shareholders together with the attendance card may also be used to grant power of attorney to a proxy appointed by the company.

Power of attorney and instructions to the proxies appointed by the company must be submitted by post, fax or e-mail to the following address no later than **July 20, 2017** (receipt by the company):

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GfK SE
Investor Relations
Nordwestring 101
90419 Nuremberg
Germany
Fax: +49 911 395-54258
E-Mail: investor.relations@gfk.com

We also offer shareholders attending the Annual General Assembly who have applied correctly and in good time the opportunity to grant power of attorney to the proxies appointed by the company at the Annual General Assembly itself.

Further details on granting power of attorney and issuing instructions to the proxies appointed by the company will be sent to shareholders together with the attendance card.