

Explanatory report by the Management Board on the statutory duty of notification pertaining to acquisitions (Sections 289 (4) and 315 (4) of the German Commercial Code (HGB)) for the 2016 financial year.

In its management report for the company and the group management report as well as in the consolidated financial statements, the Management Board disclosed information in accordance with Sections 289 (4) and 315 (4) HGB (page 63 et seq. Consolidated financial statements of the Annual Report 2016; page 142 et seq. Notes to the consolidated financial statements of the Annual Report 2016) and explains them as follows.

The following information reflects circumstances as at the balance sheet date.

Structure of the Share Capital

The share capital of GfK SE (hereinafter also referred to as the company) amounted to € 153,316,363.20 in total as at December 31, 2016, divided into 36,503,896 no-par value bearer shares.

Restrictions on Voting Rights or the Transfer of Shares

There are no restrictions in the Articles of Association relating to voting rights or the transfer of shares.

Direct or Indirect Shareholdings exceeding 10 Percent of the Voting Rights

The GfK-Nürnberg Gesellschaft für Konsum-, Markt- und Absatzforschung e.V., Nuremberg, has a direct holding of 56.46 percent of the voting rights in GfK SE. The company has not received notification of any other shareholders with a stake exceeding 10 percent of the capital.

Shares with Special Control Rights

Shares which confer special control rights have not been issued. All shares carry the same rights.

Control over Voting Rights by Employee Shareholders

The employees with an interest in the capital of the company may exercise their voting rights directly, as other shareholders, in accordance with applicable law and the Articles of Association.

Appointment and Removal of Management and Amendment to the Articles of Association

Pursuant to Section 84 of the German Stock Corporation Act (AktG) and Article 5 of the Articles of Association of GfK SE, the Supervisory Board is responsible for determining the number of members of the Management Board, which consists of at least two members. The Supervisory Board appoints each member of the Management Board for a maximum term of five years. Appointment for one term or several reappointments each for a maximum of five years are permitted. The Supervisory Board may appoint a member of the Management Board as CEO and one or more deputy CEOs. In addition, the legal regulations on appointing and removing members of the Management Board apply (Sections 84 and 85 of the German Stock Corporation Act (AktG)).

Pursuant to Article 20 of the Articles of Association of GfK SE, unless otherwise stipulated by mandatory legal regulations, resolutions to amend the Articles of Association require a majority of two thirds of the valid votes cast, or where at least half of the share capital is represented, a simple majority of votes cast. In cases where the law additionally requires the majority of the share capital represented when the resolution is adopted, the simple majority of the share capital represented suffices, unless legal provisions stipulate a different majority as mandatory. The Articles of Association do not contain any regulations that exceed the statutory requirements of Sections 133 and 179 of the German Stock Corporation Act (AktG).

POWERS OF THE MANAGEMENT BOARD TO ISSUE OR BUY BACK SHARES

Authorized capital

On the basis of a resolution by the Annual General Assembly on May 28, 2015, the Management Board is authorized, with the approval of the Supervisory Board, to increase the share capital of the company until May 27, 2020, through one or more issuances of no-par shares against contribution in cash or contribution in kind in a total amount up to € 55,000,000.00 (authorized capital). Shareholders generally have subscription rights with respect to the new shares. In accordance with Article 9 (1) c) ii) of the SE Regulation and Section 186 (5) AktG, the new shares may also be subscribed for by a bank or syndicate of banks with the obligation to offer these shares for subscription to the shareholders (indirect subscription rights). The Management Board may, with the approval of the Supervisory Board, exclude the statutory subscription rights of the shareholders:

- (a)** if the share capital is increased against contribution in cash and the issue price of the new shares is not significantly below the price at the stock exchange; the total number of shares issued under exclusion of subscription rights pursuant to this authorization must not exceed 10 percent of the share capital, neither on the date on which this authorization becomes effective nor on the date on which this authorization is exercised. Shares issued or to be issued to satisfy subscription rights resulting from bonds with warrants or convertible bonds count towards such number, provided that such bonds were issued during the term of this authorization under exclusion of subscription rights applying, *mutatis mutandis*, Article 9 (1) c) ii) of the SE Regulation and Section 186 (3) sentence 4 AktG; in addition, shares sold under exclusion of subscription rights during the term of this authorization pursuant to an authorization to sell own shares in accordance with Article 9 (1) c) ii) of the SE Regulation and Sections 71 (1) no. 8 and 186 (3) sentence 4 AktG shall also count towards such number;
- (b)** to acquire contribution in kind in particular in connection with mergers of companies or for the direct or indirect acquisition of companies, participations in companies, parts of companies, claims (e.g., outstanding bonds) or other assets against the issuance of shares of the company;
- (c)** to issue the new shares as employee shares to employees of the company or affiliated companies within the meaning of Article 9 (1) c) ii) of the SE Regulation and Sections 15 et seq. AktG;
- (d)** to grant subscription rights for new shares to the holders of bonds with warrants or convertible bonds of the company or any of its group companies outstanding on the date of the use of the authorized capital to the extent to which such bondholders would have subscription rights as shareholders upon exercise of their conversion and/or option rights or the satisfaction of a conversion or subscription;
- (e)** to eliminate fractional amounts in order to facilitate a practically feasible subscription ratio. The total number of shares to be issued under exclusion of subscription rights against contribution in cash or contribution in kind pursuant to this authorization must not exceed 20 percent of the share capital existing on the date on which this authorization becomes effective or, if such amount is lower, on the date of use of this authorization; this limitation applies to all issuances of new shares under exclusion of subscription rights pursuant to this authorization, no matter under which of the specific exemptions in the preceding paragraphs a) to e) such issuance falls. Shares issued or to be issued to satisfy subscription rights resulting from bonds with warrants or convertible bonds count towards such number, provided that such bonds were issued during the term of this authorization under exclusion of subscription rights. The Management Board shall, with the approval of the Supervisory Board, be authorized to determine the further content of the rights represented by the shares and the terms of the issuance of the shares. The Supervisory Board shall be authorized to amend the wording of the Articles of Association in accordance with the use of the authorized capital or upon expiry of the term of the authorization.

Contingent capital

Pursuant to Article 3 (9) of the Articles of Association the share capital is contingently increased by up to € 21,000,000.00, divided into up to 5,000,000 new no-par value bearer shares with profit participation from the start of the financial year of their issue (contingent capital). The contingent capital increase serves to grant shares to the holders of stock option and/or convertible loan debentures issued in exchange for cash by the company or a company in which the company holds a direct or indirect majority interest in accordance with the authorization resolved by the Annual General Assembly on May 28, 2015 under agenda item 8 b) (see below). The new shares shall be issued at the option or conversion price determined in accordance with the above authorization. The contingent capital increase shall be implemented only to the extent that stock option and/or conversion rights relating to the debentures are exercised or conversion obligations relating to the debentures are fulfilled without settlement in cash or existing shares in the company or new shares issued from other contingent or authorized capital. The Management Board shall be entitled to define the further details of the contingent capital increase with the approval of the Supervisory Board.

Issuance of Bonds with Warrants and/or Convertible Bonds

The Management Board is authorized by resolution of the Annual General Assembly on May 28, 2015 with the approval of the Supervisory Board for the period up to May 27, 2020, on one or more occasions:

› to issue bonds with warrants and/or convertible bonds through the company or domestic or foreign companies in which it holds a direct or indirect majority interest (“subordinate group companies”) in a total nominal amount of up to € 250,000,000.00 for a limited or unlimited period (“debentures”) and › to assume a guarantee for debentures issued for the company by such subordinate group companies

› and to grant the holders of debentures option or conversion rights for a total of up to 5,000,000 no-par value bearer shares in the company in accordance with the terms and conditions of the debentures (“terms and conditions”). The bonds may be denominated in Euro or the legal currency of any OECD country, up to the equivalent amount in such currency. The issue of bonds can also be made against contribution in kind, particularly for the purposes of acquisition of a company, parts of a company or shareholdings in a company, where this is in the interests of the company and the value of the payment in kind is appropriate to the value of the debenture, in respect of which the theoretical market value ascertained according to recognized rules shall apply. As a matter of principle, shareholders are entitled to subscribe to the bonds; in accordance with Section 9 (1) c) ii) of the SE Regulation and Section 186 (5) AktG, the bonds may also be underwritten by a bank or banking syndicate with the obligation to offer them to the shareholders for subscription. If bonds are issued by a subordinate group company, the company shall ensure that subscription rights are granted to the shareholders of the company accordingly. With the approval of the Supervisory Board, however, the Management Board shall be entitled to exclude shareholders’ subscription rights for the debentures,

› if the bonds are issued for cash and the issue price is not substantially lower than the theoretical market value derived using recognized actuarial methods; however, this shall apply only providing that the shares issued to service the relevant option and/or conversion rights do not exceed 10 percent of the share capital, either at the date on which the authorization comes into force or the date on which this authorization is exercised. This amount shall include the pro rata amount of the share capital attributable to shares issued on or after May 28, 2015 from authorized capital as part of a cash capital share increase with shareholders’ subscription rights excluded in accordance with Section 9 (1) c) ii) of the SE Directive and Section 186 (3) sentence 4 AktG. This amount shall also include the pro rata amount of the share capital attributable to the sale of the company’s own shares, provided that this occurs during the term of this authorization with shareholders’ subscription rights excluded in accordance with Section 9 (1) c) ii) of the SE Directive and Section 186 (3) sentence 4 AktG,

› to eliminate any fractions resulting from the subscription ratio from the subscription right of shareholders to subscribe for the bonds,

› where necessary, to grant subscription rights to the holders of option or conversion rights arising from bonds with warrants or convertible bonds which were or will be issued by the company or subordinated group companies in the amount to which they would be entitled on the exercise of their rights or the fulfillment of conversion obligations,

› to the extent that bonds are issued in exchange for contributions in kind, in particular to acquire companies, parts of companies, company shareholdings, receivables (e.g. outstanding bonds) or other assets, provided that this is in the interest of the company and the value of the contributions in kind is adequate in relation to the value of the issued bonds. The authorization to exclude shareholders' subscription rights is limited insofar as, after the stock option or conversion rights have been exercised, the shares to be issued, together with shares issued during the term of this authorization on the basis of the existing authorized capital with exclusion of shareholders' subscription rights, must not exceed 20 percent of the existing share capital at the time the authorization comes into force or – if lower – at the time the authorization is exercised. In the event that convertible bonds are issued, the holders shall be granted the right to convert such bond into no-par value bearer shares in the company in accordance with the terms and conditions specified by the Management Board. The conversion ratio shall be calculated by dividing the nominal amount or, if prescribed by the terms and conditions, an issue price for a partial bond that is lower than the nominal amount, by the conversion price established for one share in the company. The resulting amount may be rounded up or down to a whole number; an additional cash payment and the combination of amounts or compensation for unconvertible fractions may also be specified. The terms and conditions may prescribe a variable conversion ratio and require that the conversion price (subject to the minimum price as described below) be set within a predetermined range depending on the development of the stock exchange price of the company's shares during the term of the debenture. The proportion of the share capital attributable to the shares for each partial bond may not exceed the nominal amount of the partial bonds. Section 9 (1) c) ii) of the SE Regulation and Sections 9 (1) and 199 (2) AktG shall remain unaffected. In the event that bonds with warrants are issued, one or more warrants will be attached to each partial bond entitling the holder to subscribe to no-par value bearer shares in the company in accordance with the terms and conditions specified by the Management Board. Such terms and conditions may include the possibility of paying the option price through the transfer of partial bonds and, if applicable, an additional cash payment. The subscription ratio shall be calculated by dividing the nominal amount or, if prescribed by the terms and conditions, an issue price for a partial bond that is lower than the nominal amount by the option price established for one share in the company. The proportion of the share capital attributable to the shares for each partial bond may not exceed the nominal amount of such partial bonds. In the event of share fractions, the terms and conditions relating to the convertible bonds and/or bonds with warrants may specify that such fractions can be added together for the purposes of acquiring complete shares. Section 9 (1) c) ii) of the SE Regulation and Sections 9 (1) and 199 (2) AktG shall remain unaffected. The terms and conditions may provide for the company not to issue new shares in the event of conversion or exercise of warrants, but to pay the equivalent value in money, such payment to equate to the unweighed average closing price of the company's shares in Xetra trading on the Frankfurt Stock Exchange (or a comparable successor system) in the ten trading days prior to or following the declaration of conversion or exercise. At the company's choice, the terms and conditions may also provide that new shares from authorized capital or existing shares in the company instead of new shares from contingent capital will be granted upon conversion or exercise of warrants. The terms and conditions may also provide for a conversion obligation at the end of the term (or at another specified date) or grant the company the right to provide creditors with shares in the company in respect of all or part of the amount due on maturity of the convertible bonds; this also includes maturity due to termination (right to deliver shares). The option or conversion price for a no-par value bearer share in the company must amount to at least 80 percent of the average volume-weighted stock exchange price

of the same class of shares in the company in Xetra trading on the Frankfurt Stock Exchange (or a comparable successor system) during the last ten trading days prior to the date on which the Management Board resolves the issue of the bonds or, if shareholders are entitled to subscribe for the bonds, at least 80 percent of the average volume-weighted stock exchange price of the same class of shares in the company in Xetra trading on the Frankfurt Stock Exchange (or a comparable successor system) in the period from the start of the subscription period until the third day prior to the announcement of the final terms and conditions in accordance with Section 9 (1) c) ii) of the SE Regulation and Section 186 (2) sentence 2 AktG (inclusive). In the case of a stock option or conversion obligation or a right to deliver shares, the specific terms and conditions state that the option or conversion price may also be lower than the aforementioned minimum price (80 percent), but must at least correspond to the average volume-weighted stock exchange price of the same class of shares in the company in Xetra trading on the Frankfurt Stock Exchange (or a comparable successor system) during a period of 15 trading days prior to final maturity or the other predetermined date. The proportion of the share capital attributable to the shares in the company to be issued may not exceed the nominal amount of the debentures. Section 9 (1) c) ii) of the SE Regulation and Sections 9 (1) and 199 (2) AktG shall remain unaffected. The option or conversion price may, without prejudice to Section 9 (1) c) ii) of the SE Regulation and Sections 9 (1) and 199 (2) AktG, on the basis of an anti-dilution clause as provided for in more detail in the terms and conditions of the bonds, be adjusted if the Company increases the share capital at any time before expiration of the option or conversion period while granting a pre-emptive right to the shareholders or issues or guarantees additional bonds without granting a pre-emptive right to the holders of existing option rights or convertible bonds. The terms and conditions of the bonds may also provide for a value stabilizing adjustment of the option and/or conversion price with respect to any other measures of the Company which may lead to an economic dilution of the value of the option and/or conversion rights. The option or conversion price may also be reduced by way of a cash payment on exercise of the option or conversion right or the fulfillment of an option or conversion obligation. In all cases, the proportion of the share capital attributable to the shares to be acquired for each debenture shall not exceed the nominal value of the debenture. The Management Board is authorized, with the approval of the Supervisory Board, or in consultation with the bodies of the subordinated group companies issuing the bonds, to determine in compliance with the above provisions the further details of the issuance of the bonds and their terms and conditions, including but not limited to, interest rate, type of interest, issue price, term and composition of the bonds, provisions on dilution protection, option or conversion period and option or conversion price. The Management Board will, in any event, carefully check whether it should make use of the authorization to issue debentures with exclusion of any subscription rights of shareholders, and will then only proceed to do this if, having considered all relevant aspects, it is in the interest of the company and its shareholders.

Acquisition of own shares

By resolution of the Annual General Assembly on 27 May 2014 the company is authorized, pursuant to section 71 para. 1 (8) Stock Corporate Act (AktG) to acquire own shares up to a maximum of 10 percent of the current share capital (i) at the time the resolution is passed, or (ii) at the time when the authorization is exercised, whichever is the less. At no time may the shares acquired and those already in the possession of the company or attributable to the company in accordance with Sections 71a et seq. AktG cumulatively represent more than 10 percent of the share capital. This authorization shall not be used by the company for the purposes of trading in its own shares. This authorization shall be valid until May 26, 2019. The authorization may be exercised in one or more installments, on one or several occasions, in the pursuit of one or more purposes by the company, by third parties controlled by the company or in which the company holds a majority interest or are acting for the account of such company or the company. The acquisition of own shares shall be at the discretion of the Management Board either (i) via the stock exchange or (ii) through a public offer to all shareholders or a public invitation for such an offer to be made.

(i) If the shares are acquired on the stock exchange, the consideration paid by the company for each share (excluding ancillary purchase costs) must not be 10 percent higher or lower than the share price in the closing auction in Xetra trading (or a comparable successor system) on the day prior to the reference day. The reference day shall be the day on which the Management Board decides on the formal offer. In case of an adjustment of the offer, the date on which the Management Board finally decides on the adjustment shall be the reference date.

(ii) If the acquisition is made by way of a public offer to purchase and/or public invitation to make a purchase offer, the purchase price offered or the thresholds of the price range per share (excluding ancillary acquisition costs) may not be more than 10 percent above or below the closing price trading on Xetra (or a comparable successor system) on the trading day prior to the reference day. If there are significant variations in the relevant price after the publication of a purchase offer or a public invitation to make a purchase offer, the offer or the invitation to make a purchase offer may be adjusted. In this case, the price is based on the closing price in Xetra trading (or a comparable successor system) on the trading day prior to the date of publication of any adjustment. The purchase offer or the invitation to make such an offer may stipulate further conditions. If the purchase offer is oversubscribed or, in the case of an invitation to make the offer, not all of several equal offers can be accepted, offers may be accepted on a quota basis. Provision may be made for the preferential acceptance of small lots of up to 100 shares offered for acquisition per shareholder providing a partial exclusion of shareholders' tender rights. Provision may also be made to round off in accordance with commercial principles to avoid theoretical fractions of shares. The details of the offer or invitation to the shareholders to submit offers to sell will be determined by the Management Board. The Management Board is hereby authorized to dispose of own shares acquired under this or a previous authorization via the stock market or by an offer to all shareholders. The Management Board is also authorized to use shares acquired under this or a previous authorization or otherwise under Sections 71 et seq. AktG for any and all legally permissible purposes, and, in particular, for the following purposes:

(1) The shares may also be sold by means other than on the stock exchange or by way of an offer to all shareholders if they are sold for cash at a price that is not substantially lower than the market price of shares of the company with the same terms at the disposal date. The relevant market price shall be the average closing price of shares of the company in Xetra trading (or a comparable successor system) during the last five trading days prior to the sale of the shares. In this case, the number of shares authorized for sale may not exceed 10 percent of the share capital at the date on which the resolution is adopted by the present Annual General Assembly or, if lower, 10 percent of the registered share capital of the company at the date on which the shares are sold. This limit of 10 percent of the share capital shall include any shares issued during the period of validity of this authorization in direct application of Section 186 (3) sentence 4 AktG or if applied mutatis mutandis with simplified exclusion of shareholder subscription rights. This limit of 10 percent of the share capital shall also include such shares as are issued to service convertible bonds and/ or bonds with warrants, providing that the bonds have been issued during the period of validity of this authorization in applying Section 186 (3) sentence 4 AktG mutatis mutandis with exclusion of shareholder subscription rights.

(2) Shares may be offered and transferred against payment in kind, particularly in connection with corporate mergers or acquisitions of companies or parts of companies or participations in companies, or in connection with acquiring other assets.

(3) Shares may be used to meet conversion and/or option obligations under or in connection with convertible bonds and/ or bonds with warrants issued by the company or its group companies. Shares may also be transferred for securities lending purposes.

(4) The shares may be redeemed without the redemption or its execution requiring a further resolution by the Annual General Assembly. The redemption may be limited to parts of the acquired shares. The redemption will lead to a reduction in the company's share capital. Alternatively, the Management Board

may determine that the share capital shall remain unchanged following the redemption and that the interest of the other shares in the share capital shall instead increase in accordance with article 8 (3) AktG. In this case, the Management Board shall be authorized to adjust the number of shares stated in the Articles of Association. The authorizations above may be exercised on one or more occasions, individually or jointly, comprehensively or for partial quantities of the acquired shares. The authorizations specified under (1), (2) and (3) above may also be used by entities controlled by the company, companies in which the company holds a majority interest or by third parties acting on their account or for account of the company.

The shareholder's subscription right for these shares is excluded to the extent that those shares are used in accordance with the authorization specified under (1) to (3) above.

Significant agreements which take effect upon a change of control of the company following a takeover bid

In the event of a change in the controlling interest as part of a takeover bid, the revolving credit facility renegotiated in 2014 (amend to extend) of € 182 million and € 18 million ancillary line, the loan notes from 2013 (€ 85 million), 2015 (€ 114 million) and 2016 (€ 130 million) as well as various bilateral bank loans (€ 120 million) may fall due. A change of controlling interest is defined as a party other than the GfK-Nürnberg, Gesellschaft für Konsum-, Markt- und Absatzforschung e.V., alone or together with others acquiring the right to exercise more than 50 percent of the voting rights, either directly or indirectly, or to hold more than 50 percent of the company's capital. With regard to a public offering for acquiring shares in the company, the law and Articles of Association including the provisions of the German Securities Acquisition and Takeover Act (WpÜG) apply exclusively.

Compensation agreements in case of a takeover bid

No compensation agreements are in place between members of the Management Board or employees of GfK SE for the event of a takeover bid.

Nuremberg, March 10, 2017