

# SUPERVISORY BOARD REPORT



**RALF KLEIN-BÖLTING**  
Chairman of the Supervisory Board  
GfK SE

*Dear Shareholders,*

In 2016, the Supervisory Board closely followed the Group strategy and the acceptance of the company's transformation. The Supervisory Board was particularly keen to ensure that the Group's new direction was generally endorsed and successfully implemented by management and staff as well as also being supported by external stakeholders. To this end, they obtained an explanation of the employee survey results, talked to clients and sought direct dialog with institutional shareholders in compliance with legal framework conditions. The former Supervisory Board Chairman, Dr. Arno Mahler, and the Deputy Chairman of the Supervisory Board, Sandra Hofstetter, attended the "Think Future" managers' conference. Overall, the Supervisory Board concluded that there is constructive and target-oriented cooperation within the company.

The Supervisory Board would like to take this opportunity to thank our staff, employee representatives and the Management Board for their work over the last year. Our thanks and acknowledgment also go to the GfK Group's clients and business partners. They placed their trust in our company and its services in 2016, also contributing many suggestions to the further improvement of our portfolio.

#### **CHANGES TO THE SUPERVISORY BOARD AND THE MANAGEMENT BOARD**

At last year's Annual General Meeting on May 20, 2016, some changes were made to the Supervisory Board of GfK SE. The Supervisory Board members Dr. Bernhard Düttmann, Dr. Wolfgang C. Berndt and Hauke Stars resigned from the Supervisory Board, while Hans Van Bylen had already stepped down on April 30, 2016. As successors, the Annual General Meeting elected Ralf Klein-Bölting and Prof. Raimund Wildner, representing the GfK Verein, as well as Bruno Piacenza (Management Board of Henkel Management AG) and Prof. Dieter Kempf (Chief Executive Officer of DATEV eG up to March 31, 2016) to the Supervisory Board. In its meeting on the same day, the Supervisory Board elected the existing member and employee representative Sandra Hofstetter as the Vice Chairman of the Supervisory Board.

THE SUPERVISORY BOARD WOULD LIKE TO TAKE  
 THIS OPPORTUNITY TO THANK OUR STAFF,  
 EMPLOYEE REPRESENTATIVES AND THE MANAGEMENT BOARD  
 FOR THEIR WORK OVER THE LAST YEAR.

Some of these changes to the Supervisory Board had already been foreseeable in 2015. At his reelection, Dr. Wolfgang C. Berndt had previously announced that he did not wish to serve the full term of his mandate, in reference to his exceeding the general age limit for members of the Supervisory Board according to the recommendations within the German Corporate Governance Code. In addition, Hauke Stars, member of the Executive Board of Deutsche Börse AG, informed the company at the end of 2015 that she would be resigning her mandate on May 20, 2016, prior to the end of her term of office. In view of his future role as Chief Executive Officer of Henkel Management AG from May 1, 2016, Hans Van Bylen informed the company that he would be resigning from office effective April 30, 2016. In the course of his early retirement, Dieter Wilbois, one of the employee representatives on the Supervisory Board, withdrew from his active position at GfK and consequently also the Supervisory Board as at August 31, 2016.

The Supervisory Board would like to thank all its members who stepped down for their many years of dedication and exceptional collaboration.

Dr. Wolfgang C. Berndt has been a member of the Supervisory Board since mid-2002. With his global expertise, he has helped shape GfK's course in many ways and supported the company in periods of growth and transition.

Hauke Stars has been on the Supervisory Board since May 2009. The expertise of the Supervisory Board was further enhanced through her international experience, especially in the area of IT, and she provided important impetus to GfK on the road to digitization.

Dr. Bernhard Düttmann was a member of the Supervisory Board for five years and was appointed Vice Chairman of the Supervisory Board on May 17, 2013. As Head of the Audit Committee, he closely monitored the financial progress of GfK.

Hans Van Bylen had been a member of GfK's Supervisory Board since May 2013. On account of his management expertise in both the industry and consumer business of Henkel AG & Co. KGaA, he was an important advisor to GfK. The Supervisory Board would like to wish him all the best for his role as Chief Executive Officer.

On the employee side, Dieter Wilbois took early retirement after 29 years of service to GfK, starting on September 1, 2016. Until his departure, Dieter Wilbois was Vice Chairman of the European SE Works Council and Chairman of the GfK Group Works Council in Germany. The Supervisory Board would like to thank Dieter Wilbois for his many years of extraordinary commitment to GfK and its staff.

In the course of its consultation on the new composition of the Supervisory Board, the GfK Verein informed the company in December 2015 that it intended to actively shape its role as majority shareholder of the company going forward and would therefore take on positions of responsibility in the Supervisory Board. It subsequently put forward two representatives for election to the Supervisory Board.

Ralf Klein-Bölting has been on the Executive Board of the GfK Verein since 2009. Following his election as Supervisory Board Chairman, Ralf Klein-Bölting did not resume his position as Vice President of the GfK Verein. As a graduate in Business Administration, Ralf Klein-Bölting has more than 25 years of experience in the areas of marketing, branding and communication. He is Managing Director of NEXTBRAND brand consultancy firm and previously held management positions at Tchibo, Deutsche Bahn and OTTO.

Prof. Raimund Wildner has worked in the GfK Group since 1984. He gained his doctorate in statistics and started out as an assistant to the Management Board. After 1985 he assisted in establishing the GfK BEHAVIORSCAN® micro test market and from 1988 onwards he developed the GfK Group's Method and Product Development department, which he managed until 2009. In 1995, he was also appointed as Managing Director of the GfK Verein, assuming the additional position of Vice President a decade later.

FOR THE SUPERVISORY BOARD, THE OBJECTIVE OF THIS TRANSACTION  
IS TO SUPPORT AND ACCELERATE THE STRATEGIC  
TRANSFORMATION OF GfK.

In addition, Bruno Piacenza and Prof. Dieter Kempf were elected to the Supervisory Board as independent representatives.

Bruno Piacenza started his career as a consultant at Bain & Company and has worked in the Henkel Group since 1990, where he has held various management positions in Germany and abroad. Bruno Piacenza, who is a French citizen, has been on the Management Board of the Henkel Group since 2011 and currently holds responsibility for the Laundry & Home Care business unit.

Prof. Dieter Kempf has been a member of the Management Board of DATEV eG since 1991, becoming the Chief Executive Officer in 1996. At the end of March 2016, he left the company and entered retirement. He started his career at Ernst & Young. Among other positions, Dieter Kempf is President of the Bundesverband der Deutschen Industrie (BDI), member of the Supervisory Board of Deutsche Messe AG and member of the Association Council of Genossenschaftsverband Bayern (GVB). He was President of the industry association BITKOM between 2011 and 2015.

As the successor to Dieter Wilbois, Jackie Megahey joined the Supervisory Board on September 1, 2016, and is one of four employee representatives. She is a British national and has worked for GfK in the UK for many years, being appointed Regional Research & Quality Director Northern Europe in 2016. Jackie Megahey is one of the two Vice Chairpersons of the European SE Works Council and marks the addition of another woman to the Supervisory Board on the employee side.

The Supervisory Board looks forward to collaborating with its five newly appointed members.

On August 11, 2016, Dr. Arno Mahlert announced that he would be resigning as Chairman of the Supervisory Board effective September 12, 2016, owing to differences of opinion on the cooperation with the majority shareholder, the GfK Verein.

Also on August 11, 2016, the Chief Executive Officer of GfK, Matthias Hartmann, mutually agreed with the Supervisory Board that he would leave the Management Board effective at the end of the financial year, on December 31, 2016, on account of divergent views about the business policy orientation of the company. Until a successor is appointed, Dr. Gerhard Hausruckinger is assuming the role as interim Speaker of the Management Board, as of September 1, 2016, in addition to his current role as Management Board member with responsibility for the Consumer Choices sector.

Matthias Hartmann became Chief Executive Officer of GfK SE in 2011. The scope of his responsibility also included the reorganization and digitization of the company, which he immediately set about achieving after joining the company. At the core was the integration of the company and focusing on the more promising business divisions, which today form the basis for GfK to build a more successful future.

Dr. Arno Mahlert became a member of the Supervisory Board in 2004, and was appointed Vice Chairman at the end of 2004 and Chairman of the Board in 2008. During his term in office, he helped shape the globalization of the company and worked in partnership with the Management Board to develop the new "Own the Future" corporate strategy, which aimed to consistently expand the digital business model.

The Supervisory Board of GfK SE would like to thank both Matthias Hartmann and Dr. Arno Mahlert for their great dedication, active commitment and accomplishments. We wish them all the best in their future professional and private endeavors.

In an extraordinary meeting on August 25, 2016, the Supervisory Board appointed Ralf Klein-Bölting as the new Chairman of the Supervisory Board. He took over the position from Dr. Arno Mahlert on September 13, 2016.

The vacancy created in the Supervisory Board through the resignation of Dr. Arno Mahlert was again filled on December 2, 2016 with the court appointment of Peter Goldschmidt, President of Sandoz Inc. and Head North America, holding responsibility for the North American operations of the pharmaceutical company Sandoz. Peter Goldschmidt possesses extensive knowledge and experience in the area of market research and marketing, sales, manufacturing and product development, as well as corporate management of companies that generate sales worth billions. His time with Sandoz and Novartis in Europe, Asia and the USA means he brings a wealth of international management experience to the Supervisory Board. The Supervisory Board looks forward to Peter Goldschmidt contributing his passion and diverse experience from an industry which is one of the most important for market research.

#### **TAKEOVER BID BY ACCELERATIO CAPITAL N.V.**

Acceleratio Capital N.V., with headquarters in Amsterdam, the Netherlands, and a holding company which holds funds advised by Kohlberg Kravis Roberts & Co. L.P. (KKR), published an offer document for a voluntary public takeover bid (cash offer) on December 21, 2016, for all shares in GfK SE not held by Acceleratio Capital N.V. at a price of €43.50 per share in cash. The takeover bid was subject to various conditions detailed in the offer document, including the achievement of a minimum acceptance threshold of at least 18.54 percent of all GfK shares. The completion of the transaction was also subject to approval by the competition and investment control authorities named in the offer document. For the specific details of the bid, please refer to the offer document.

The Supervisory Board and Management Board published a joint statement on the bidding documents pursuant to Section 27 Sub-section 1 of the German Securities Acquisition and Takeover Act (Wertpapiererwerbs- und Übernahmegesetz, WpÜg) on December 30, 2016, which they had resolved in a Management Board meeting and subsequent Supervisory Board meeting on December 29, 2016. The statement is available on the Internet at [www.gfk.com/investors/investors/](http://www.gfk.com/investors/investors/).

Following due diligence, the Management Board and Supervisory Board in their statement recommended that shareholders accept the offer. This recommendation was explained in detail in the statement, indicating the reasons. Only the statement is material in assessing the bidding documents. The members of the Management Board and Supervisory Board who personally hold GfK shares accepted the bid and offered the shares they held for sale.

With a view to the takeover offer, GfK SE and Acceleratio Capital N.V. had previously conducted extensive negotiations and subsequently signed an investor agreement on December 8, 2016. This agreement presented all major points of the takeover offer, especially the mutual understanding with respect to the takeover offer and its realization, as well as the future organization of the business operations of GfK SE. In particular, the investor agreement stipulates the conditions under which the Management Board and the Supervisory Board have declared their willingness, in principle, to support the offer. In regard to the content of the investor agreement, please refer to the published announcement by the Supervisory Board and Management Board on the takeover offer, which includes a summary of the essential provisions included in the investor agreement. As Managing Director of the GfK Verein, Prof. Raimund Wildner abstained from voting at the Supervisory Board meeting held on December 29, 2016.

GfK's majority shareholder, the GfK Verein, and KKR intend to jointly support GfK's further strategic transformation and pave the way for sustainable profitable growth. GfK was informed that the GfK Verein and KKR have entered into an agreement pursuant to which the GfK Verein will not tender any shares and will therefore remain the majority shareholder of GfK. To the knowledge of the company, this shareholder agreement will come into force on completion of the takeover offer.

For the Supervisory Board, the objective of this transaction is to support and accelerate the strategic transformation of GfK. In this way, the comprehensive knowledge of the GfK Verein will be combined with the international market and industry expertise of a leading global investor. GfK is confident that KKR is the right partner to support the Management Board's strategy and the repositioning of GfK. It is in the interest of the entire company as well as its employees and clients to achieve long-term growth.

GfK'S MAJORITY SHAREHOLDER, THE GfK VEREIN, AND KKR  
**INTEND TO STRATEGIC TRANSFORMATION AND PAVE** THE WAY FOR  
SUSTAINABLE PROFITABLE GROWTH.

The period for accepting the bid started with the publication of the bidding documents on December 21, 2016, and expired on February 10, 2017, at midnight (CET)/6 pm (EST). Within the period, a total of 7,052,242 GfK shares, which represents approximately 19.32 percent of the share capital, were offered to Acceleratio Capital N.V. This means that the minimum acceptance rate of 18.54 percent was met. Another acceptance period started on February 16, 2017, and ended on March 1, 2017, at midnight (CET)/6 pm (EST). Within this period, a further 2,470 shares (0.01 percent of the share capital) were offered for sale to Acceleratio Capital N.V. Furthermore the Bidder announced that, as of the expiry of the additional acceptance period voting rights attached to 1,158,665 GfK shares are attributed to the Bidder. This corresponds to approximately 3.17 percent of the share capital. In addition, as of the expiry of the additional acceptance period, voting rights attached to 2,516,725 GfK shares are attributed to Acceleratio Topco S.à r.l., a person acting jointly with the Bidder. This corresponds to approximately 6.89 percent of the share capital and the voting rights of GfK SE. All completion conditions the takeover offer was subject to are satisfied.

Further details are provided in Section 2.1 of this annual report and on the Internet at [www.gfk.com/investors/investors/](http://www.gfk.com/investors/investors/).

#### **SUPERVISORY BOARD AND COMMITTEE MEETINGS**

In the 2016 fiscal year, the Supervisory Board continued to discharge its obligations with due diligence according to the law, the Articles of Association, the German Corporate Governance Code (DCGK) and the internal regulations of the company. The Supervisory Board regularly advised the Management Board on the management of the company and monitored its activities. The Supervisory Board was involved in every decision of essential importance to the company.

The Management Board kept the Supervisory Board regularly and comprehensively informed of any matters relevant to its remit at the appropriate times in both written and oral form. Among the main issues discussed were the implementation and further development of the strategy, the Group's business development, its income and financial position, the personnel situation, organizational development, business policy, corporate planning, the investment program, compliance and risk management as well as the takeover bid of Acceleratio Capital N.V. Intended acquisitions

and planned increases in shareholdings were additional topics for review, detailed information on both of which was provided to the Supervisory Board by the Management Board, including on transactions that did not require consent. The success of investments made in recent years and the impact of political and economic developments around the world were also assessed.

Between Board meetings, the CEO and his colleagues on the Management Board discussed every issue of importance to the company with the Chairman of the Supervisory Board. The Deputy Chairman of the Supervisory Board and the Chairmen of both the Audit and Personnel Committees were also in constant contact with the Management Board.

The Supervisory Board held five ordinary meetings in person and 14 extraordinary telephone conferences in fiscal year 2016. Average attendance was 87 percent, while three members had attendance of between 50 percent and 64 percent. In these meetings, they held in-depth discussions on the respective Management Board reports and the Group's development prospects. As well as our 2015 annual financial statements, the issues included the development of business in 2016, our 2017 budget, HR issues and the implementation of our "One GfK" strategy and GfK's strategic direction as well as the takeover bid of Acceleratio Capital N.V. Investment and innovation measures to ensure sustainable and above-average growth, risk management and compliance issues were also discussed.

In 2016, the Supervisory Board's September meeting, which is generally held in different regions, took place in Amsterdam, the Netherlands. These meetings aim to enhance the understanding of local markets and clients as well as local management. Local managers gave reports and presentations, providing the Supervisory Board with a detailed picture of current business focal points, innovations, strengths and weaknesses. Strategic topics were a further area of focus. In 2016, the Supervisory Board once again deliberated on the provisions of the German Corporate Governance Code (DCGK) and issued the declaration of compliance in accordance with Section 161 of the German Stock Corporation Act (AktG) in December 2016. GfK is in full compliance with the mandatory regulations.

To ensure our own efficiency, the Supervisory Board is supported by four committees and receives regular and comprehensive updates concerning their work. The minutes of each committee meeting are available to every member of the Supervisory Board.

The Audit Committee met nine times in the reporting period (seven meetings in person and two telephone conferences) with Prof. Dieter Kempf in the chair (after May 20, 2016; Dr. Bernhard Düttmann up to May 20, 2016). On average, meeting attendance was 97 percent, with the lowest attendance level being at least 89 percent in one case. The Audit Committee examined business performance, the income and financial position, the Group's upcoming investment projects and quarterly financial statements. It also looked at issues relating to accounting and valuation, including interim reporting, the internal control system, internal audits, risk management, corporate governance and integrity.

The Personnel Committee met five times in person and held one telephone conference, dealing intensively with the remuneration system for the members of the Management Board and the continued development of the existing system on the basis of the Management Board Remuneration Act. The committee is run by Ralf Klein-Bölting (after August 25, 2016; Dr. Arno Mahlert up to August 25, 2016). Details can be found in the remuneration report in Section 4.6 of the Group Management Report. The Personnel Committee also discussed the systems and progress of HR development work, including the detailed assessment of potential management candidates and young talent. A great deal of time was dedicated to selecting a suitable successor for Matthias Hartmann. A number of candidates were considered by the Personnel Committee in a multi-stage process. This selection process has been completed and the appointment of the new CEO, Peter Feld, took place at the Supervisory Board meeting on March 10, 2017.

The Presidial Committee is led by Ralf Klein-Bölting (after August 25, 2016; Dr. Arno Mahlert up to August 25, 2016). In the past year, the committee met in person on four occasions and by telephone conferencing on three occasions. The attendance level was 100 percent. Beyond this, several discussions took place between the Chairman and individual committee members. Its activity involved preparatory work for the Supervisory Board meetings, primarily on the following issues: The implementation of the corporate strategy, the performance task force, the budget for 2017, compliance and the takeover bid of Acceleratio Capital N.V.

The Nominations Committee did not meet in financial year 2016.

## ANNUAL AND CONSOLIDATED FINANCIAL STATEMENTS

The annual financial statements prepared by the Management Board in accordance with the regulations of the German Commercial Code (HGB), the management report of GfK SE and the consolidated financial statements and Group Management Report prepared in accordance with the International Financial Reporting Standards (IFRS) for fiscal year 2016 were audited and given unqualified approval by the auditor, KPMG Wirtschaftsprüfungsgesellschaft. Every member of the Supervisory Board received a copy of the audit reports at the appropriate time. The Supervisory Board assured itself of the impartiality of the auditor and of any persons acting on the auditor's behalf. In conformity with their duties, all Supervisory Board members verified the financial statements and related documents as well as the audit reports.

A GREAT DEAL OF TIME WAS DEDICATED TO SELECTING  
A SUITABLE SUCCESSOR FOR MATTHIAS HARTMANN.  
A NUMBER OF CANDIDATES WERE CONSIDERED BY THE PERSONNEL  
COMMITTEE IN A MULTISTAGE PROCESS.

In its meeting on March 9, 2017, the Audit Committee deliberated on the results of its audit and reported its findings to the plenary session of the Supervisory Board at the accounts meeting held on March 10, 2017. The signatory auditors of both the annual and consolidated financial statements were present at both meetings. They reported on the audit in general and on aspects specified as key elements of the audit as defined in the audit plan. Beyond this, they responded in detail to questions from members of the Audit Committee and the Supervisory Board. The Supervisory Board noted and approved the audit reports and, having examined the annual financial statements prepared by the Management Board as well as the consolidated financial statements, gave its approval to discharge the accounts. With this, the accounts were approved. In light of the current and anticipated financial position of the Group, the Supervisory Board deliberated on the proposal for appropriation of the profits put forward by the Management Board and, having found it to be appropriate, gave its approval.

Further, as provided for in § 312 (1) of the German Stock Corporation Act (AktG), the Supervisory Board examined in its own responsibility the report on relations with affiliated companies for the fiscal year 2016 prepared by the Management Board and discussed it in detail with the Management Board and the auditor of the annual financial statements who has also audited such report. The auditor reported on the essential aspects of the audit of the report. In this context the Supervisory Board addressed in detail the report prepared by the auditor on the audit of the report. The discussion did not provide grounds for objections.

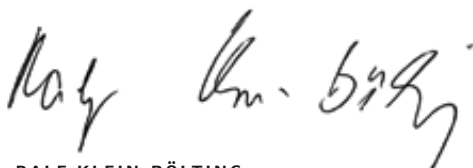
The auditor issued the following audit opinion on the report:

"Based on our audit and appraisal in accordance with professional standards, we hereby certify that

1. the factual information contained in the report is correct, and
2. the consideration given by the Company for the legal transactions referred to in the report was not unreasonably high."

Following the final result of the detailed examination of the report by the Supervisory Board, the Supervisory Board declares as provided for in § 314 (3) of the German Stock Corporation Act (AktG) that no objections are to be made to the comments of the Management Board at the end of the report on relations with affiliated companies for the fiscal year 2016 (final comments in accordance with § 312 (3) sentence 1 of the German Stock Corporation Act (AktG)).

Nuremberg, March 10, 2017



RALF KLEIN-BÖLTING