

JUBII EUROPE N.V.

Full Agenda of Annual General Meeting of Shareholders of
Jubii Europe N.V. (the "**Company**"), to be held on 16 February 2017

The notice of this meeting appeared on 5 January 2017 in the Bundesanzeiger as well as on the Company's website www.jubii.com. In that notice, reference is made to the agenda items 1 through 9 below.

1. Discussion of annual report and annual accounts for financial year 2015/2016 and update on liquidation process

The reports of the Management Board and the Supervisory Board for financial year 2015/2016 are contained in the annual financial statements 2015/2016, which have been made available to the shareholders at the time notice of this meeting was given. A report of the liquidation-process will be given to the shareholders.

2. Discussion of implementation of the remuneration policy in 2015/2016

Discussed will be the information on remuneration of Management and Supervisory Board members included on pages 9,11,13,18,19,34,51 and 52 of the annual report 2015/2016.

3. Adoption of annual accounts for financial year 2015/2016

The annual accounts for financial year 2015/2016 are contained in the annual financial statements 2015/2016, which have been made available to the shareholders at the time notice of this meeting was given.

Voting item:

It is proposed to adopt the annual accounts 2015/2016.

4. Appropriation of the 2015/2016 net loss

Discussion of the resolution of the Supervisory Board – upon the proposal of the Management Board – regarding the appropriation of the 2015/2016 net loss in the amount of EUR 1,233,000 to decrease the Company's reserves and/or increase the accumulated deficit. Said appropriation of losses is consistent with the Company's prudent and risk-averse strategy and consequently, with the dividend policy discussed at the EGM of 12 December 2008.

5. Resolution to release

a. the sole managing director of the Company from liability for his duties

Provided the Company's annual accounts for the financial year 2015/2016 are adopted (see item 2 of the agenda), the following will be proposed.

Voting item:

It is proposed to release those who were managing director at any time during the financial year 2015/2016 from liability for their duties, insofar as the exercising of such duties is reflected in the annual report 2015/2016 or otherwise disclosed to the General Meeting of Shareholders prior to the adoption of the annual accounts for the financial year 2015/2016.

b. the supervisory directors from liability for their duties

Provided the Company's annual accounts for the financial year 2015/2016 are adopted (see item 3 of the agenda), the following will be proposed.

Voting item:

It is proposed to resolve that the supervisory directors as well as all those who occupied the position of supervisory director during the financial year 2015/2016 at any time, be released from liability for their duties, insofar as the exercising of such duties is reflected in the annual report 2015/2016 or otherwise disclosed to the General Meeting of Shareholders prior to the adoption of the annual accounts for the financial year 2015/2016.

6. Composition of the Supervisory Board – Reappointment of Mr Dannhoff as Supervisory Director AB

The second four years term of the appointment of Mr Martin Dannhoff as supervisory director AB will lapse per the end of this meeting.

It is proposed that Mr Dannhoff be reappointed as supervisory director AB for a new term of four years. This proposal is put forward by the meeting of holders of shares AB of the Company. As the meeting of holders of shares AB has nominated only one candidate as a supervisory director AB, the nomination of Mr Dannhoff will be non-binding.

Mr Dannhoff is a lawyer employed in the legal department of Bertelsmann, one of the Company's largest shareholders. The meeting of holders of shares AB has proposed the appointment of Mr Dannhoff based on his involvement with the Company from a shareholder's perspective over a number of years and has taken into account his legal and business expertise.

The details with respect to the nominated supervisory director to be provided pursuant to Dutch law are attached hereto as **Annex**.

Voting item:

It is proposed that Mr Martin Dannhoff is reappointed as supervisory director AB as from the close of this General Meeting of Shareholders.

7. Appointment of statutory auditors for financial year 2016/2017

Voting item:

It is proposed to reappoint KPMG Accountants N.V., Amstelveen, The Netherlands, as the Company's statutory auditors for the financial year 2016/2017.

8. Authorisation of the Management Board to repurchase shares on behalf of the Company

Voting item:

It is proposed to authorize the Management Board, with approval of the Supervisory Board, to repurchase up to 50% of the Company's issued share capital on behalf of the Company for a period of 18 months starting the day this resolution is adopted by the General Meeting of Shareholders of the Company, against a repurchase price between, on the one hand, the nominal value of the shares concerned and, on the other hand, an amount of 110% of the highest price of the class B shares officially quoted on the official stock market the Company is listed on any of thirty banking days preceding the date the repurchase is effected or proposed.

This authorisation will allow the Management Board, subject to prior Supervisory Board approval, to be flexible and to react quickly, if and when deemed appropriate. The authorisation can be used for any and all purposes, subject only to statutory limitations.

9. *Other business*

Annex

Supervisory Directors

The details with respect to candidate eligible for appointment as supervisory director, to be provided pursuant to Dutch law are as follows:

- Name: **Dr Martin Dannhoff**
- Age: **55**
- Gender: **male**
- Nationality: **German**
- Profession/occupation; current and past occupations of the person nominated insofar relevant as to his functioning as member of the supervisory board:
Corporate Counsel for Bertelsmann SE & Co. KGaA.
- Amount of shares in the capital of the Company held by the person nominated: **none**