



**Axel Springer Aktiengesellschaft
Berlin**

**Explanations for the ordinary Annual Shareholders' Meeting of the
company on April 23, 2010**

**I. Explanation for agenda item 1 pursuant to section 124a, sentence 1,
no. 2 of the Stock Corporation Act**

With regard to agenda item 1

Presentation of the established annual financial statements of Axel Springer Aktiengesellschaft and the approved consolidated financial statements as of December 31, 2009, together with the management report of Axel Springer Aktiengesellschaft and of the Group for the fiscal year 2009 (including the explanatory report of the Management Board pursuant to section 176, paragraph 1, sentence 1 Stock Corporation Act (*Aktiengesetz*) on the disclosure of take-over provisions in accordance with section 289, paragraph 4 and section 315, paragraph 4 of the Commercial Code (*Handelsgesetzbuch*) and the explanatory report of the Management Board on the key features of the internal control and risk management system with regard to the accounting process pursuant to section 289, paragraph 5 and section 315, paragraph 2, no. 5 Commercial Code) and the Report of the Supervisory Board

no resolution will be passed as the Supervisory Board has approved the annual and consolidated financial statements prepared by the Management Board on March 9, 2010 pursuant to section 172, sentence 1 of the Stock Corporation Act and the annual financial statements have therefore been established. A resolution of the Supervisory Board and the Management Board pursuant to section 173, paragraph 1, sentence 1 of the Stock Corporation Act, to leave the establishment of the annual financial statements to the Annual Shareholders' Meeting, was not passed.

Pursuant to section 175, paragraph 1, sentence 1 of the Stock Corporation Act, the Annual Shareholders' Meeting merely therefore accepts the established annual financial statements and the approved consolidated financial statements together with the management report and the consolidated management report for the fiscal year 2009.

Pursuant to section 171, paragraph 2, sentence 1 of the Stock Corporation Act, the Supervisory Board must report to the Annual Shareholders' Meeting in writing about

the results of its examination of the annual and consolidated financial statements, the management report and consolidated management report and on the proposal for the appropriation of the net income. The passing of a resolution by the Annual Shareholders' Meeting concerning the report of the Supervisory Board is not provided for by law.

II. Explanations for the rights of the shareholders pursuant to section 121, paragraph 3, sentence 3, no. 3 of the Stock Corporation Act

The shareholders are entitled among others to the following rights in advance of and in the Annual Shareholders' Meeting:

1. Extension of the agenda

Shareholders, whose shares in total achieve a twentieth share of the share capital or the pro rata amount of Euro 500,000 (corresponds to 166,667 shares) can request, pursuant to section 122, paragraph 2 of the Stock Corporation Act, that items are added to the agenda and announced. A substantiation or proposal for resolution must be enclosed with each new item. The request is to be sent in writing to the Management Board of the Company. It must have been received by the Company at least 30 days before the meeting, therefore by March 23, 2010, 12.00 (midnight).

We request that any possible additional agenda requests be sent to the following address:

Axel Springer Aktiengesellschaft
Attn. The Management Board
Axel-Springer-Straße 65
10888 Berlin

Additional agenda items which are to be announced will – insofar as they were not announced with the invitation already – be announced in the electronic German Federal Gazette (*Bundesanzeiger*) immediately after receipt of the request. They shall also be published on the internet under www.axelspringer.de/hv2010.

The provisions of the Stock Corporation Act which are relevant in this context read as follows:

Section 122, paragraph 1, 2 of the Stock Corporation Act:

(1) A shareholders' meeting shall be convened if shareholders having an aggregate shareholding amounting to one twentieth of the registered share capital file a written request for such meeting to be held, stating the purpose and the reasons therefor; such request shall be directed to the management board. The statutes may link the right to request that the shareholders' meeting be convened to another form and to the holding of a lesser share in the registered share capital. Section 142, paragraph 2, sentence 2 shall apply accordingly.

(2) In the same way, shareholders with an aggregate shareholding of one twentieth of the registered share capital or the proportionate amount of Euro 500,000 may request that items are put on the agenda and announced. Substantiation or a proposal for a resolution must be enclosed with each new item. The request pursuant to sentence 1 must be received by the company at least 24 days, or in the case of listed companies at least 30 days, prior to the meeting; the date of receipt shall not be included in the calculation.

Section 142, paragraph 2, sentence 2 of the Stock Corporation Act:

The applicants shall establish that they have held the shares for at least three months prior to the date of the general meeting and that they will hold the shares until the application is decided on.

2. Counter-motions and proposed candidates

Pursuant to section 126, paragraph 1 of the Stock Corporation Act, each shareholder is entitled to send counter-motions to the proposals for resolutions for the items of the agenda. If the counter-motions are to be made accessible by the Company, they must have been received by the Company with the substantiation at least 14 days before the meeting, i.e. by April 8, 2010, 12.00 (midnight) as follows:

Axel Springer Aktiengesellschaft
Investor Relations
Axel-Springer-Straße 65
10888 Berlin
Fax: 030/2591 77422
E-mail: ir@axelspringer.de

Counter-motions addressed otherwise will not be made accessible.

Subject to section 126, paragraph 2 and 3 of the Stock Corporation Act, counter-motions of shareholders which are to be made accessible, will be published on the internet under www.axelspringer.de/hv2010 including the name of the shareholder and the substantiation as well as possible statements of the administration in this respect.

The above statements apply pursuant to section 127 of the Stock Corporation Act to the proposal of a shareholder regarding the election of Supervisory Board members (this year, however, not an item on the agenda of the ordinary Annual Shareholders' Meeting) or of auditors for the financial statements accordingly. Such proposals must, however, not be substantiated. In addition to the reasons stated in section 126, paragraph 2 of the Stock Corporation Act, the Management Board does not need to make a proposed candidate accessible if, among other things, the proposal does not contain the name, exercised profession and place of residence of the candidate. Proposals for the election of Supervisory Board members must not be made accessible either if no details concerning the membership of the proposed Supervisory Board candidate in other Supervisory Boards, which are to be formed by law, are enclosed within

the meaning of section 125, paragraph 1, sentence 5 of the Stock Corporation Act.

The regulations of the Stock Corporation Act which are relevant in this context read as follows:

Section 126 of the Stock Corporation Act:

(1) Motions put forward by shareholders including the name of the shareholder, the substantiation and any comments of the administration shall be made accessible to the entitled persons named in section 125, paragraphs 1 to 3 subject to the conditions stated therein if the shareholder sends a counter-motion against a proposal made by the management board and the supervisory board on a particular item on the agenda to the company, at least fourteen days prior to the meeting, at the address given for this purpose in the notification of convening the meeting together with the substantiation regarding such motion. The day of receipt shall not be included in the calculation. In the case of listed companies, access shall be provided via the website of the company. Section 125, paragraph 3 shall apply accordingly.

(2) The counter-motion and its substantiation need not be made accessible

1. if the management board would render itself liable to prosecution by making such counter-motion and substantiation accessible,
2. if the counter-motion would result in a resolution of the general meeting which is either unlawful or in breach of the statutes,
3. if the substantiation contains key statements which are manifestly incorrect or misleading or if they are slanderous,
4. if a counter-motion of the shareholder based on the same facts has already been made accessible in connection with a shareholders' meeting of the company pursuant to section 125,
5. if the same counter-motion of the shareholder with essentially the same substantiation has within the previous five years already been made accessible in the context of at least two shareholders' meetings of the company pursuant to section 125 and less than one-twentieth of the registered share capital represented at the shareholders' meeting voted in favor of such counter-motion,
6. if the shareholder indicates that he shall neither attend the shareholders' meeting nor arrange for a representative to attend on his behalf, or
7. if in the previous two years the shareholder has failed in two shareholders' meetings to file or to cause to be filed on his behalf a counter-motion communicated by him.

The substantiation does not need to be made accessible if the text thereof exceeds a total of 5,000 characters.

(3) If several shareholders file a counter-motion in respect of the same resolution, the management board may combine the counter-motions and reasons.

Section 127 of the Stock Corporation Act:

Section 126 shall apply accordingly to nominations made by shareholders for the election of supervisory board members or auditors of financial statements. There is no need to substantiate the nomination. Furthermore, the management board does not need to make the nomination accessible if the nomination does not contain the information pursuant section 124, paragraph 3, sentence 3 [*correctly sentence 4 – editorial mistake of the legislator*] and section 125, paragraph 1, sentence 5.

Section 124, paragraph 3 of the Stock Corporation Act:

For each item of the agenda for which the shareholders' meeting shall pass a resolution, the management board and the supervisory board have to submit proposals for the passing of the resolution in the announcement, for the election of supervisory board members and auditors only the supervisory board. For companies within the meaning of section 264d of the Commercial Code, the proposal of the supervisory board for the election of the auditor of the financial statements shall be based on the recommendation of the audit committee. Sentence 1 shall not apply if, with regard to the election of supervisory board members, the shareholders' meeting is bound to nominations pursuant to section 6 of the Co-determination Act of the Coal and Steel Industry or if the object of the resolution has been placed on the agenda at the request of a minority. The proposal for the election of supervisory board members or auditors must state their names, exercised professions and places of residence. If the supervisory board must also consist of supervisory board members of the employees, then resolutions of the supervisory board concerning proposals for the election of supervisory board members only require the majority of the votes of the supervisory board members of the shareholders; section 8 of the Co-determination Act of the Coal and Steel Industry remains unaffected.

Section 125, paragraph 1, sentence 5 of the Stock Corporation Act:

In the case of listed companies, information concerning memberships of nominated supervisory board members in other supervisory boards which are required by law shall be attached to a proposal for the election of supervisory board members; information concerning their memberships in comparable domestic and foreign bodies responsible for supervising commercial enterprises shall also be attached.

3. Right to information

Pursuant to section 131, paragraph 1 of the Stock Corporation Act, each shareholder is to be provided information by the Management Board concerning matters of the Company upon request during the Annual Shareholders' Meeting insofar as the information is necessary for the proper assessment of an item on the agenda and there is no right to withhold information. The obligation of the Management Board to provide information also extends to the legal and business relationships of the Axel Springer Aktiengesellschaft to its affiliates. Furthermore, the obligation to provide information also relates to the situation of the Axel Springer Group and the companies included in the consolidated financial statements of the Axel Springer Aktiengesellschaft.

The regulations of the Stock Corporation Act which are relevant in this context and regulations according to the statutes read as follows:

Section 131 of the Stock Corporation Act:

(1) Upon request, each shareholder is to be provided information about the matters of the company by the management board in the shareholders' meeting insofar as it is necessary for the proper assessment of the item of the agenda. The obligation to provide information also extends to the legal and business relationships of the company to an affiliate. If a company takes advantage of the facilitation rules pursuant to section 266, paragraph 1, sentence 3, section 276 or section 288 of the Commercial Code, then each shareholder can request that the annual financial statements are submitted to him in the shareholders' meeting concerning the annual financial statements in the form which it would have without application of these rules. The obligation of the management board of a parent company to provide information (section 290 paragraph 1, 2 of the Commercial Code) in the shareholders' meeting, to which the consolidated financial statements and the consolidated management report are submitted shall also extend to the situation of the group and the companies included in the consolidated financial statements.

(2) The information must comply with the principles of conscientious and true accounting. The statutes or the rules of procedure pursuant to section 129 can authorize the chair of the meeting to restrict the shareholder's right to ask questions and speak to a reasonable period of time and to determine more details in this respect.

(3) The management board may refuse to provide information,

1. insofar as providing the information, according to a reasonable commercial assessment, is likely to cause a substantial disadvantage to the company or an affiliate;

2. insofar as it refers to fiscal valuations or the amount of individual taxes;

3. concerning the difference between the value at which items are shown in the annual balance sheet and a higher value of such items, unless the shareholders' meeting establishes the annual financial statements;

4. about the accounting and valuation methods insofar as the entry of these methods in the notes is sufficient in order to convey a picture of the net assets, financial position and results of operations of the company within the meaning of section 264, paragraph 2 of the Commercial Code which corresponds to the actual circumstances; this shall not apply if the shareholders' meeting establishes the annual financial statements;

5. insofar as the management board would render itself liable to prosecution by providing the information;

6. insofar as information concerning applied accounting and valuation methods as well as undertaken offsetting does not need to be provided by a bank or

financial services institution in the annual financial statements, management report, consolidated financial statements or consolidated management report;

7. insofar as the information is consistently accessible on the homepage of the company for at least seven days before the start and in the shareholders' meeting.

The information may not be refused for other reasons.

(4) If a shareholder has been provided information aside from the shareholders' meeting due to his capacity as shareholder then such information is to be provided to every other shareholder at his request in the shareholders' meeting, even if it is not necessary for the proper assessment of the item of the agenda. The management board may not refuse the information pursuant to paragraph 3, sentence 1, no. 1 to 4. Sentences 1 and 2 shall not apply if a subsidiary (section 290, paragraphs 1, 2 of the Commercial Code), a joint venture (section 310, paragraph 1 of the Commercial Code) or an associated company (section 311, paragraph 1 of the Commercial Code) provides the information to a parent company (section 290, paragraphs 1, 2 of the Commercial Code) for the purpose of including the company in the consolidated financial statements of the parent company and the information is required for this purpose.

(5) If a shareholder is refused information, then he can request that his question and the reason, for which the information has been refused, are recorded in the minutes of the proceedings.

Section 20, paragraph 3 of the statutes of the Axel Springer Aktiengesellschaft:

The chair of the meeting shall determine the order of the speakers. He can further restrict the shareholder's right to ask questions and speak to a reasonable period of time; he can, in particular, reasonably determine the time framework of the course of the meeting, of the discussion regarding the items on the agenda and of the individual question and speaking contribution at the beginning of the shareholders' meeting or during the course of the meeting. When determining the time available for the individual question and speaking contribution, the chair of the meeting can distinguish between the first and repeated motion to speak and according to further appropriate criteria.

III. Total number of shares and voting rights at the point in time when the Annual Shareholders' Meeting is convened, section 124a, sentence 1, no. 4 of the Stock Corporation Act

At the point in time at which the Annual Shareholders' Meeting is convened, the Company has share capital of Euro 98,940,000 divided into 32,980,000 no par value shares issued in shareholders' names. Each common share grants one vote in the Annual Shareholders' Meeting. At the point in time at which the Annual Shareholders' Meeting is convened, the total number of shares and voting rights in the Company is thus 32,980,000.

It is pointed out that at the time when the Annual Shareholders Meeting is convened the Company holds 3,179,784 own shares. Pursuant to section 71b Stock of the Corporation Act, the Company is not entitled to any rights from these shares, in particular no voting rights.