

## Non-binding translation

Friedrich Bourquin  
Karwendelstr. 13  
82319 Starnberg

NFON AG  
Investor-Relations  
Hauptversammlung 2019  
Machtlfinger Str. 7  
81739 München  
Per Fax: 089/45300 33134  
E-Mail: sabina.prueser@nfon.com

### Counter-motion

#### to the Annual General Meeting of NFON AG on 05.06.2019

As a shareholder of NFON AG, I hereby submit the following counter-motion to item 5 of the agenda for the Annual General Meeting on June 5, 2019 with the request to publish:

#### ITEM 5

#### **Resolution on the creation of Authorized Capital 2019, exclusion of subscription rights and corresponding amendment to the Articles of Association in Article 4 paragraph 6**

1. The Management Board is authorized, with the approval of the Supervisory Board, to increase the share capital in the period up to 4 June 2024 once or in partial amounts by a total of up to EUR 2,800,000.00 by issuing new no-par value bearer shares carrying dividend rights from the beginning of the financial year in which they are issued against cash contributions (Authorized Capital 2019). The shareholders are generally entitled to a subscription right.

The new shares may also be taken over by one or more banks with the obligation to offer them to the shareholders for subscription (indirect subscription right).

The Management Board is authorized, with the consent of the Supervisory Board, to decide on the content of the share rights and the conditions of the share issue and to determine the details of the implementation of the capital increase.

The Management Board is further authorized, with the consent of the Supervisory Board, to exclude shareholders' subscription rights in order to exclude fractional amounts from subscription rights.

2. the following paragraph 6 shall be added to Article 4 of the Articles of Association:

"The Management Board is authorized, with the consent of the Supervisory Board, to increase the share capital in the period up to June 4, 2024 once or in partial amounts by a total of up to EUR 2,800,000.00 by issuing new no-par value bearer shares carrying dividend rights from the beginning of the fiscal year in which they are issued against cash contributions (Authorized Capital 2019). The shareholders are generally entitled to a subscription right.

The new shares may also be taken over by one or more banks with the obligation to offer them to the shareholders for subscription (indirect subscription right).

The Management Board is authorized, with the consent of the Supervisory Board, to decide on the content of the share rights and the conditions of the share issue and to determine the details of the implementation of the capital increase.

## Non-binding translation

The Management Board is further authorized, with the consent of the Supervisory Board, to exclude the shareholders' subscription right in order to exclude fractional amounts from the subscription right.

### **Reasons:**

Although Authorized Capital is desirable in principle, I do not believe there is any need to exclude shareholders' subscription rights. Therefore, no contributions in kind should be provided for. Cash contributions can also be made by existing shareholders. Therefore, this part of the resolution proposal by the Supervisory Board and the Management Board should be deleted and my counter-motion should be resolved.

I request publication of my counter-motion pursuant to Section 126 (1) AktG.

Starnberg, 21.05.2019

---