

Virtual Annual General Meeting on 24 June 2021

Proxy / instructions to the company's voting representatives:

Ticket number: Number of shares:

Issued to:
(Last name, first name) (Residence)

Our company would like to simplify the proxy voting procedure for your shareholders. The Management Board has thus appointed two NFON AG employees, Ms Sabina Prueser and Mr Christian Osswald (Munich), as representatives to exercise shareholder voting rights in accordance with shareholder instructions. All shareholders who do not wish to appoint their custodian bank or another third party to exercise their voting rights are entitled to make use of this option. Voting representatives must vote as instructed. If no instructions are issued, the entire proxy is invalid. If no instructions are issued regarding one agenda item, the proxy for this agenda item is not valid. In this case, the voting representative will therefore abstain from voting entirely or abstain from voting on the agenda item for which no instructions were issued. In the event of an individual vote on an agenda item, the instructions issued for this item apply accordingly to each sub-item. Please note that voting representatives cannot accept orders to file objections against Annual General Meeting resolutions, ask questions or put forward motions. Proxies and instructions for the voting representatives appointed by the company can be submitted using the proxy and instruction form for the company's voting representatives sent with the tickets by midnight on 23 June 2021 (CEST)

- in written or electronic form to: NFON AG, c/o UBJ. GmbH, Kapstadtring 10, 22297 Hamburg, or
- by fax sent to +49 (0) 40-6378-5423 or
- by e-mail: hv@ubj.de.

Proxies and instructions issued to voting representatives can also be changed or revoked in written or electronic form at these addresses by midnight on 23 June 2021 (CEST).

Proxies and instructions for voting representatives of the company can also be submitted, amended or revoked electronically via the shareholder portal, using your ticket number and PIN at <https://nfon.hvanmeldung.de> by the start of the voting period determined by the Chairman of the virtual Annual General Meeting. If multiple declarations are received, the last declaration received takes precedence.

Shareholders who wish to assign power of proxy to the voting representatives appointed by the company require a ticket for the Annual General Meeting. Registration must therefore be received on time and evidence of shareholdings submitted in accordance with the terms stated in the invitation to the Annual General Meeting published in the Federal Gazette on 14 May 2021 even if power proxy is given to the voting representatives appointed by the company. The notice of participation should be sent to the registration address, fax number or e-mail address listed when sending the invitation to the Annual General Meeting as soon as possible so as to ensure that tickets and additional documents relating to the authorisation of the voting representatives are received on time.

Individual instructions for the exercising voting rights at the Annual General Meeting of NFON AG on 24 June 2021

Agenda items*:		YES	NO	ABSTENTION
2.	Resolution on formally approving the actions of the members of the Management Board	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
3.	Resolution on formally approving the actions of the members of the Supervisory Board	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
4.	Resolution on appointing the auditor for the 2021 financial year	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
5.	Resolution on approving the remuneration system for the members of the Management Board	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
6.	Resolution on the remuneration system and change in the remuneration system for the members of the Supervisory Board	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
7.	Resolution on creating Authorised Capital 2021, cancelling Authorised Capital 2019, disapplying pre-emption rights and amending Article 4(3) of the Articles of Association	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
8.	Resolution on cancelling the existing authorisation of the Management Board to issue convertible bonds, warrant bonds, participation rights, participating bonds or combinations of these instruments, to cancel Contingent Capital I and Article 4(4) of the Articles of Association accordingly	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
9.	Resolution on the creation of Contingent Capital 2021/III and authorisation to issue options in the context of the NFON AG share option plan 2021, partial cancellation of Contingent Capital II and reduction of the authorisation to issue options in the context of the NFON AG share option plan 2018, amendment of the Articles of Association in Article 4(5) and addition of Article 4(6) to the Articles of Association	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>

*) The full text of the respective resolutions of the agenda have been published in the Federal Gazette of 14 May 2021.

You can find counter-motions/nominations to be made accessible on the internet at <https://corporate.nfon.com/de/investor-relations/hauptversammlung/>. The differences between the counter-motions are marked using letters. If the voting representatives should vote on one or more counter-motions or nominations of shareholders that were made accessible, please issue instructions below.

Shareholder motions	For the motion	Against the motion	Abstention	Shareholder motions	For the motion	Against the motion	Abstention
A	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	C	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
B	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	D	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>

I/we hereby grant the power of proxy to the voting representatives of NFON AG, Ms Sabina Prueser and Mr Christian Osswald (Munich), employees of the company, each individually as well as the right to appoint a secondary proxy to represent me/us at the virtual Annual General Meeting of NFON AG on 24 June 2021 in Munich and to exercise voting rights for me/us according to my/our instructions above under disclosure of my/our name.

Location/date/signature(s) or other declaration pursuant to Section 126 b BGB

Courtesy Translation