

**Annual General Meeting on 12 December 2019**

**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 cannot attend in person and 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. When voting on counter-motions for which no instructions were issued and for other motions presented during the Annual General Meeting, the voting representatives will also abstain from the vote. 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 any requests to make comments, lodge objections against Annual General Meeting resolutions, ask questions or put forward motions. 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 even if power proxy is given to the voting representatives appointed by the company. The ticket 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.

Powers of proxy and instructions to voting representatives appointed by the company that are not issued at the Annual General Meeting must be received by the company no later than 10 December 2019. If the voting representatives appointed by the company are authorised to exercise voting rights, this authorisation can also be sent in text form, e. g. including electronically (e-mail), to the address, fax number or e-mail address provided above for granting proxy.

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 Investor Relations – Annual General Meeting 2019  
 Machtlfinger Strasse 7  
 81379 Munich  
 or by fax: +49 (0) 89 45300 33134  
 or by e-mail: sabina.prueser@nfon.com

Revocation of power of proxy must also be made in text form (Section 126b BGB).

- I/we instruct the voting representative to vote on all agenda items **to be proposed** for resolution **by the Management Board** in accordance with the invitation to the Annual General Meeting of NFON AG published in the Federal Gazette on 31 October 2019.
- I/we **do not** instruct the voting representative to vote on all agenda items **to be proposed** for resolution by the Management Board, but I/we **issue instructions for voting as indicated below**.

**Individual instructions for the exercising voting rights at the Annual General Meeting of NFON AG on 12 December 2019**

(In this case, please issue an instruction for all of the following agenda items.)

Agenda items*:	YES	NO	ABSTENTION
1. New elections to the Supervisory Board 1. Election of Mr. Günter Müller 2. Election of Mr. Florian Schuhbauer	○	○	○
2. Resolution on creating Authorised Capital 2019, cancelling Authorised Capital I, disapplying pre-emption rights and amending Article 4(3) of the Articles of Association	○	○	○

\*) The full text of the respective resolutions of the agenda have been published in the Federal Gazette of 31 October 2019.

You can find counter-motions/nominations to be made accessible on the internet at <https://corporate.nfon.com/en/investor-relations/annual-general-meeting>. 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	○	○	○	C	○	○	○
B	○	○	○	D	○	○	○

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 Annual General Meeting of NFON AG on 12 December 2019 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