



**Invitation to the Extraordinary General Meeting of
NFON AG, registered offices in Munich
WKN A0N4N5 ISIN DE000A0N4N52**

Munich, October 2019

Dear Shareholders,

We hereby invite you to the Extraordinary General Meeting of NFON AG, Munich, on

12 December 2019 at 10:00 a.m.

to be held at

**Bayerische Börse
Karolinenplatz 6
80333 Munich**

The agenda of the Extraordinary General Meeting is as follows:

**Item 1
Election of the new Supervisory Board**

The members of the Supervisory Board Ms Angélique Werner and Mr Ralf Grüßhaber have resigned their Supervisory Board mandates effective from the end of the Extraordinary General Meeting on 12 December 2019.

The Supervisory Board therefore proposes electing the following persons to the Supervisory Board for the period after this date:

1. Mr Günter Müller, Managing Director of Milestone Venture Capital GmbH, Hösbach, and Executive Chairman of ASC Technologies AG, Hösbach, residing in Hösbach
2. Mr Florian Schuhbauer, Founding Partner & Managing Director of of Active Ownership Advisory GmbH, Frankfurt/Main and Active Ownership Capital S.à.r.l. and Active Ownership Corporation S.à.r.l., both Grevenmacher, Luxembourg, residing in Frankfurt/Main

In accordance with Article 12(2) of the Articles of Association, the new members of the Supervisory Board will be elected by the Extraordinary General Meeting for the remainder of the term in office of the members of the Supervisory Board who have stepped down, thus until the end of the Annual General Meeting that adopts a resolution on official approval of the actions of the new members of the Supervisory Board for the third financial year after their term in office begins. This does not include the financial year in which the term in office begins.

Individual votes will be held for the members of the Supervisory Board.

In accordance with sections 96(1), 101(1) of the *Aktiengesetz* (AktG – German Stock Corporation Act) in conjunction with Article 12(1) of the Articles of Association, the Supervisory Board is composed of four members to be elected by the General Meeting.

The General Meeting is under no obligation to adhere to nominations.

In light of item 5.4.1 of the German Corporate Governance Code, it is noted that the candidate for the Supervisory Board, Mr Günter Müller, is a member of the management of Milestone Venture Capital GmbH. Milestone Venture Capital GmbH is a material shareholder of the company.

Disclosures on the Supervisory Board candidates proposed under Item 1 of the agenda:

Mr Schuhbauer satisfies the requirements of an independent financial expert within the meaning of section 100(5) AktG.

The proposed candidates are members of the following other supervisory boards and comparable foreign and domestic supervisory bodies of commercial enterprises:

1. Günter Müller: none
2. Florian Schuhbauer:
Member of the Supervisory Board of PNE AG, Cuxhaven, Germany
Member of the Board of Directors of exceet Group SE, Grevenmacher, Luxembourg

The Supervisory Board has assured itself that the proposed candidates can devote the time expected to be necessary for their office.

The above nominations take into account the skills profile prepared by the Supervisory Board for the body as a whole. Further information on the careers of the proposed candidates can be found in the CVs in the appendix to this invitation and on the Company's website at <https://corporate.nfon.com/en/investor-relations/annual-general-meeting>

Item 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

Authorised Capital I created by the Annual General Meeting on 9 April 2018 of EUR 4,820,075 has been largely exhausted. Thus, the amount of Authorised Capital I in accordance with Article 4(3) of the Articles of Association still remaining of EUR 368,671 utilises the legal framework for authorised capital only to a very limited extent. In order to grant the company greater flexibility in terms of its financing, the remaining Authorised Capital I is to be cancelled and a new Authorised Capital 2019 created with limited options for disapplying pre-emption rights.

The Supervisory Board and the Management Board therefore propose that the following resolutions be adopted:

1. The Management Board is authorised, with the approval of the Supervisory Board, to increase share capital on one or more occasions by a total of up to EUR 3,000,000 by 11 December 2024 by issuing new no-par bearer shares with profit participation rights from the beginning of the financial year in which they were issued in exchange for cash or non-cash contributions (Authorised Capital 2019). Shareholders have pre-emption rights.

The new shares may also be acquired by one or more banks with the obligation to offer them to shareholders for subscription (indirect pre-emption rights).

The Management Board is authorised, with the approval of the Supervisory Board, to decide on the content of share rights and the terms for issuing the shares and to determine the details of the capital increase.

The Management Board is also authorised, with the approval of the Supervisory Board, to disapply shareholder pre-emption rights in the following cases:

- a) in the event of a cash capital increase, if the issue price of the new shares is not significantly lower than the stock market price at the time the issue price is finalised and the proportion of share capital represented by the shares issued for cash contributions on the basis of a) of this authorisation with pre-emption rights disappplied does not exceed a total of 10% of the share capital, either in relation to the amount on 12 December 2019 or at the time this authorisation becomes effective or at the time it is exercised;
- b) if shares are issued against non-cash contributions to acquire companies, investments in companies (including in the context of business combinations), parts of companies or other assets including rights and receivables and the proportion of share capital represented by the shares issued for non-cash contributions on the basis of b) of this authorisation with pre-emption rights disappplied does not exceed a total of 10% of the share capital, either in relation to the amount on 12 December 2019 or at the time this authorisation becomes effective or at the time it is exercised;
- c) to exclude fractional shares from pre-emption rights.

The proportion of share capital represented by all shares issued on the basis of this authorisation with pre-emption rights disappplied must not exceed 10% of the share capital, either in relation to the amount on 12 December 2019 or at the time this authorisation becomes effective or at the time it is exercised. This limit of 10% and the limits of 10% of share capital in accordance with a) and b) of this authorisation include the pro rata amount of the share capital attributable to shares that are issued or sold from the period between 12 December 2019 and the end of the term of this authorisation, with pre-emption rights disappplied, in direct or indirect application of section 186(3) sentence 4 AktG. Finally, these limits include the pro rata amount of the share capital of shares issued from 12 December 2019 onwards on the basis of an authorisation to use treasury shares in accordance with sections 71(1) no. 8 sentence 5, 186(3) sentence 4 AktG, with pre-emption rights disappplied.

2. The existing authorisation of the Management Board to increase the share capital in accordance with Article 4(3) of the Articles of Association (Authorised Capital I) will be cancelled effective from the date the amendment to the Articles of Association proposed below under 3. is entered in the commercial register.
3. Article 4(3) of the Articles of Association will be cancelled and revised as follows:

“3. The Management Board is authorised, with the approval of the Supervisory Board, to increase share capital on one or more occasions by a total of up to EUR 3,000,000 by 11 December 2024 by issuing new no-par bearer shares with profit participation rights from the beginning of the financial year in which they were issued in exchange for cash or non-cash contributions (Authorised Capital 2019). Shareholders have pre-emption rights.

The new shares may also be acquired by one or more banks with the obligation to offer them to shareholders for subscription (indirect pre-emption rights).

The Management Board is authorised, with the approval of the Supervisory Board, to decide on the content of share rights and the terms for issuing the shares and to determine the details of the capital increase.

The Management Board is also authorised, with the approval of the Supervisory Board, to disapply shareholder pre-emption rights in the following cases:

- a) in the event of a cash capital increase, if the issue price of the new shares is not significantly lower than the stock market price at the time the issue price is finalised and the proportion of share capital represented by the shares issued for cash contributions on the basis of a) of this authorisation with pre-emption rights disapplied does not exceed a total of 10% of the share capital, either in relation to the amount on 12 December 2019 or at the time this authorisation becomes effective or at the time it is exercised;
- b) if shares are issued against non-cash contributions to acquire companies, investments in companies (including in the context of business combinations), parts of companies or other assets including rights and receivables and the proportion of share capital represented by the shares issued for non-cash contributions on the basis of b) of this authorisation with pre-emption rights disapplied does not exceed a total of 10% of the share capital, either in relation to the amount on 12 December 2019 or at the time this authorisation becomes effective or at the time it is exercised;
- c) to exclude fractional shares from pre-emption rights.

The proportion of share capital represented by all shares issued on the basis of this authorisation with pre-emption rights disapplied must not exceed 10% of the share capital, either in relation to the amount on 12 December 2019 or at the time this authorisation becomes effective or at the time it is exercised. This limit of 10% and the limits of 10% of share capital in accordance with a) and b) of this authorisation include the pro rata amount of the share capital attributable to shares that are issued or sold from the period between 12 December 2019 and the end of the term of this authorisation, with pre-emption rights disapplied, in direct or indirect application of section 186(3) sentence 4 AktG. Finally, these limits include the pro rata amount of the share capital of shares issued from 12 December 2019 onwards on the basis of an authorisation to use treasury shares in accordance with sections 71(1) no. 8 sentence 5, 186(3) sentence 4 AktG, with pre-emption rights disapplied.”

Report from the Management Board:

The following Management Board report relating to item 2 can be viewed at NFON AG's offices at Machtlfing Strasse 7, 81379 Munich, and online at <https://corporate.nfon.com/en/investor-relations/annual-general-meeting/>. The report will also be available at the General Meeting and can be sent to shareholders upon request.

Regarding item 2

Management Board report to the General Meeting in accordance with section 203(2) sentence 2 in conjunction with section 186(4) sentence 2 AktG

In accordance with section 203(2) sentence 2 in conjunction with section 186(4) sentence 2 AktG, the Management Board of NFON AG provides the company's Extraordinary General Meeting convened for 12 December 2019 with the following written report on the creation of Authorised Capital 2019 against cash or non-cash contributions with authorisation to disapply pre-emption rights, as proposed under item 2:

Authorised Capital I created by the Annual General Meeting on 9 April 2018 of EUR 4,820,075 has been largely exhausted. The amount of Authorised Capital I in accordance with Article 4(3) of the Articles of Association still remaining of EUR 368,671 does not even nearly make full use of the legal framework for authorised capital. Thus, this remaining Authorised Capital I is to be cancelled and new Authorised Capital 2019 created.

The new authorisation proposed is designed to make moderate use of the legal opportunities to expand the company's equity base. Adequate capitalisation is key to future business, especially given the company's purpose and the desire to secure further financial resources to invest in the future of our company. Moderate new Authorised Capital is therefore to be created. The extent permitted by law

will not be exhausted. A limited option for disapplying pre-emption rights is also to be created for both cash and non-cash capital increases. Here, too, the extent permitted by law for disapplying pre-emption rights will not be exhausted.

There are not currently any specific plans in place for the utilisation of the Authorised Capital 2019 proposed to the General Meeting. From a current standpoint, funds from the Authorised Capital 2019 proposed to the General Meeting could be used, in particular, to strengthen the equity base so as to avoid increased reliance on debt financing for future investment projects.

The company could also use new equity to finance acquisitions. As a capital increase in order to make an acquisition must be carried out at short notice, the resolution on this at the General Meeting does not constitute an alternative to using authorised capital. Creating authorised capital allows the Management Board to quickly and easily take advantage of any opportunities that arise to acquire companies in the interests of shareholders in order to meet the company's business requirements and bolster its competitive standing.

If Authorised Capital 2019 is utilised, shareholders have statutory pre-emption rights. The new shares resulting from a cash capital increase are either to be offered to shareholders for subscription directly or acquired by banks with the obligation to offer them to shareholders for subscription (indirect pre-emption rights). However, the Management Board is to be authorised, with the approval of the Supervisory Board, to disapply shareholders' pre-emption rights in several cases:

The disapplication of pre-emption rights in a capital increase against cash contributions within the 10% limit set out in section 186(3) sentence 4 AktG makes it easier for the company to obtain financing by raising equity. This provides the company with the opportunity to raise new capital on the capital markets flexibly and inexpensively. This authorisation makes it easier for the company to meet any potential capital requirements at very short notice and benefit from market opportunities. The disapplication of pre-emption rights makes it possible to act quickly and place shares close to the stock market price, without the markdowns on account of high volatility that are otherwise common for issues with pre-emption rights. This can improve the proceeds from the issue. This also results in significant cost advantages for the company in the case of smaller capital increases in particular, as it is not necessary to go through the costly process of preparing a prospectus if pre-emption rights are disappplied. This form of capital increase is thus also in the interests of shareholders. Dilution of the value of existing shares is minimized in line with statutory limits by the fact that the issue price is not allowed to be significantly lower than the stock market price. This means that shareholders' pre-emption rights would have very little economic value. Shareholders can maintain their stake by making corresponding purchases on the stock exchange.

The total cash capital increase, using this authorisation to disapply pre-emption rights in accordance with section 186(3) sentence 4 AktG, must not exceed 10% of the share capital, either in relation to the amount on 12 December 2019 or at the time this authorisation becomes effective or at the time it is exercised.

In the event of non-cash capital increases, pre-emption rights should also be moderately disappplied in the amount of 10% of the existing share capital, with the approval of the Supervisory Board. This disapplication of pre-emption rights allows the Management Board in appropriate cases, with the approval of the Supervisory Board, for example, to acquire companies or investments in companies or to combine with other companies in return for transferring NFON AG shares. This should make it possible for the company to respond quickly and flexibly on national and international markets to favourable offers or other opportunities that arise to acquire companies or investments in companies or to combine with companies that operate in related business areas, in order to improve its own competitiveness in the interests of shareholders. During negotiations, it may become necessary to offer shares, as opposed to money, as consideration in order to meet sellers' expectations or maintain its own liquidity. The proposed option to disapply pre-emption rights takes this into account. The dilution resulting from disapplying pre-emption rights is offset by the fact that the business expansion through increased equity is financed by third parties and that existing shareholders – albeit with a lower equity and voting share than previously – share in company growth which, if pre-emption rights were granted, they would have to finance using own funds. However, all shareholders can maintain or increase their stake by purchasing additional shares through the stock exchange listing.

Pre-emption rights are also to be disappplied for fractional shares. This is intended to make it easier to handle an issue with a shareholder pre-emption rights. Fractional shares can result from the issue

volume in question and from the fact that it is necessary to achieve a technically feasible pre-emption rights ratio. The value of these fractional shares for the individual shareholder is generally low. The possible dilution effect is also negligible due to the limitation to fractional shares. Nonetheless, the effort involved for the company in issuing shares without with pre-emption rights disapplied is considerably higher, which incurs additional costs. The new fractional shares excluded from shareholder pre-emption rights are realised either by selling them on the stock exchange or in another way that most benefits the company. Disapplying pre-emption rights therefore improves feasibility and cost efficiency and makes it easier to execute an issue, and is thus in the interests of shareholders.

The proportion of share capital represented by shares issued on the basis of this proposed authorisation in accordance with item 2, with pre-emption rights disapplied, must not exceed 10% of the share capital, either in relation to the amount on 12 December 2019 or at the time this authorisation becomes effective or at the time it is exercised.

Both the limit of 10% and the limit of 10% of share capital for the authorisation to disapply pre-emption rights in accordance with section 186(3) sentence 4 AktG and for non-cash contributions include the pro rata amount of the share capital attributable to shares that are issued or sold from the period between 12 December 2019 and the end of the term of this authorisation, with pre-emption rights disapplied, in direct or indirect application of section 186(3) sentence 4 AktG. Finally, these limits include the pro rata amount of the share capital of shares issued from 12 December 2019 onwards on the basis of an authorisation to use treasury shares in accordance with sections 71(1) no. 8 sentence 5, 186(3) sentence 4 AktG, with pre-emption rights disapplied.

These limits on disapplying pre-emption rights prevent excessive changes to shareholders' holdings.

Any time that shares are issued with pre-emption rights disapplied, the Management Board will carefully review whether this is in the interests of the company and thus of its shareholders. Only then will the Management Board exercise the option it has been granted and will provide a report on this at the next Annual General Meeting.

Attending the General Meeting

Under Article 24 of the Articles of Association, shareholders are entitled to attend the General Meeting and to exercise their voting rights if they register with the company in English or German using the address, fax number or e-mail address given below and provide evidence of their shareholdings issued by their custodian bank in English or German to this address, fax number or e-mail address:

NFON AG
c/o UBJ. GmbH
Kapstadtring 10
22297 Hamburg

Fax: +49 (0) 40-6378-5423
e-mail: hv@ubj.de

Evidence of shareholdings must relate to the period beginning 21 November 2019 (midnight CET of 21 November 2019) (the "record date") and must be in text form (section 126 b of the *Bürgerliches Gesetzbuch* (BGB – German Civil Code)). The company must receive the evidence of shareholdings and the registration no later than midnight at the end of 5 December 2019 (midnight CET).

Significance of the record date

The record date determines the exercising of participation rights and the scope of voting rights at the General Meeting. Only those company shareholders who have provided evidence of their shareholdings as at the record date will be considered shareholders for the purposes of attending the General Meeting and exercising voting rights. Changes to holdings after the record date do not affect the right to attend or the extent of voting rights. This means that persons who did not hold any shares as at the record date and who acquired their shares only after the record date are not entitled to attend

or vote, unless they have been appointed as a proxy or are authorised to exercise such rights. Shareholders who properly registered and provided evidence of shareholdings remain entitled to attend and vote to the extent allowed by their shareholdings even if they sell their shares in full or in part after the record date. The record date is not relevant to the dividend entitlement. Shareholders also remain free to dispose of their shares after the record date and after having registered.

Following receipt of registration and evidence of shareholdings, the shareholders entitled to attend are sent tickets for the General Meeting by the registration office. We ask that shareholders submit their registration and evidence of shareholdings to the company promptly so that the tickets are received on time.

Proxy voting

Shareholders can also exercise their voting rights at the General Meeting by way of a proxy, e.g. a bank or shareholder association. Registration must still be completed on time and evidence of shareholdings submitted in accordance with the terms above. If neither a credit institution nor a shareholder association nor other persons or institutions equivalent to credit institutions in accordance with section 135(8) and (10) in conjunction with section 125(5) AktG are appointed as a proxy, granting the proxy, revoking this and providing evidence of the proxy to the company must be made in text form (section 126 b BGB).

Shareholders will receive further information on the proxy and a proxy form with their tickets. Using the proxy form is not mandatory. Shareholders may choose to issue a proxy in text form (section 126 b BGB) in another manner.

The following address should be used to declare a proxy to the company, to revoke this proxy and to send evidence of authorisation issued to a proxy:

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

Checks may be conducted when entering and leaving on the day of the General Meeting.

Credit institutions and equivalent persons or institutions may request that proxies be in a specific form as they are required to keep a record of the proxy so that it can be verified. In addition, the proxy statement must be complete and may contain declarations related solely to exercising the voting rights. If you wish to appoint a credit institution, a shareholders association or another equivalent institution, enterprise or person as a proxy in accordance with section 135 AktG, please therefore consult the person or entity to be appointed as proxy as to what form the proxy is to take.

Our company would like to simplify the proxy voting procedure for our shareholders. The Management Board has thus appointed two NFON AG employees 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. 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, file objections against General Meeting resolutions, ask questions or put forward motions. Powers of proxy and instructions to voting representatives appointed by the company that are not issued at the General Meeting must be received by the company no later than 10 December 2019.

Shareholders who wish to assign power of proxy to the voting representatives appointed by the company require a ticket for the General Meeting. Registration must therefore be received on time and evidence of shareholdings submitted in accordance with the terms above even if power of 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 above 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.

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

If the shareholder grants the power of proxy to more than one person, the company may reject one or more of these persons.

Shareholder rights

Requests for additions to the agenda in accordance with section 122(2) AktG

Shareholders whose combined shares constitute one twentieth of the share capital or the pro rata amount of EUR 500,000 (currently corresponds to 500,000 shares) may request in accordance with section 122(2) AktG that items be included on the agenda and published. Each new item shall be accompanied by a reason or a draft proposal. The request must be made in writing (section 126 BGB) and addressed to the Management Board of the company and must be received by the company no later than thirty days before the General Meeting, i.e. no later than 11 November 2019, midnight CET. Any requests for supplements submitted after this time will not be considered. All requests for supplements should be sent to the following address:

NFON AG
– Management Board –
Machtlfinger Straße 7
81379 Munich

Applicants must provide evidence that they have held the minimum number of shares for at least 90 days before the day their request is received and that they will hold these shares until the Management Board issues its decision on the request. Section 121(7) AktG applies when calculating the deadline. Confirmation from the custodian bank constitutes sufficient evidence.

Counter-motions and nominations by shareholders in accordance with sections 126(1) and 127 AktG

Shareholders are entitled to submit counter-motions against Management Board or Supervisory Board proposals on certain agenda items and nominations. Shareholder motions, including the name of the shareholder, the reasons for filing the motion and any statements by the Management Board or the Supervisory Board, are to be made accessible to the beneficiaries set out in section 125(1) to (3) AktG, subject to the requirements listed there (this includes shareholders who request access), provided that the shareholder has sent a counter-motion against a Management Board or Supervisory Board proposal on a certain agenda item, specifying the reasons for doing so, to the address, fax number or e-mail address given below at least 14 days before the company's General Meeting. The date of receipt shall not be taken into account. The latest permissible date of receipt is therefore 27 November 2019, midnight CET. There is no requirement to publish a counter-motion if one of the grounds for exclusion under section 126(2) AktG is met. If several shareholders file counter-motions against the same resolution, the Management Board may combine the counter-motions and the reasons given for issuing the counter-motions.

It is not necessary to provide reasons for shareholder nominations in accordance with section 127 AktG. Nominations are made accessible only if they include the name, profession and domicile of the proposed person and, in the case of elections to the Supervisory Board, details on their seats on other statutory supervisory boards. Section 127 sentence 1 AktG in conjunction with section 126(2) AktG

specifies other conditions under which nominations need not be made accessible online. The requirements and regulations for the publication of motions also apply accordingly, in particular, 27 November 2019, midnight CET, is the cut-off date by which time nominations must have been received at the following address in order to publish them. All motions (including reasons) and nominations from shareholders in accordance with section 126(1) and section 127 AktG prior to the General Meeting and other enquiries from shareholders regarding the General Meeting are to be addressed exclusively to:

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

Counter-motions and nominations from shareholders that are to be made accessible (including the name of the shareholder and, in the case of counter-motions, the reasons for the counter-motion) are published online at <https://corporate.nfon.com/en/investor-relations/annual-general-meeting/> after being received. Any statements by the Management Board or the Supervisory Board are also published on this page.

Right to request information in accordance with section 131(1) AktG

In accordance with section 131(1) AktG, the Management Board must inform all shareholders of matters relating to the company at the General Meeting if requested to do so, provided this information is required in order to appropriately judge the item of business set out in the agenda and provided there are no grounds to deny the provision of information. The obligation to provide information also covers the company's legal and business relations with an affiliated company and the position of the Group and of companies included in the consolidated financial statements.

Online publications

Further details on the shareholder rights described above, the invitation to the General Meeting including the report on item 2, the documents to be made accessible and further information in accordance with section 124 a AktG can be found at <https://corporate.nfon.com/en/investor-relations/annual-general-meeting/>. The results of voting will also be published here after the General Meeting.

The report on item 2 and other documents to be made accessible can also be viewed at the company's offices (NFON AG, Machtlfinger Strasse 7, 81379 Munich) and can be sent to shareholders free of charge upon request.

These documents will also be available at the Extraordinary General Meeting on 12 December 2019.

Any counter-motions, nominations or amendment requests to the agenda received by the company that are subject to publication requirements are also published on the website given above.

Publication in the Federal Gazette

The invitation to the General Meeting will be published in the Federal Gazette dated 31 October 2019 and has also been distributed for publication to media outlets of which it can be assumed that they will disseminate the information across the entire European Union.

Total number of shares and voting rights

At the time of the 2019 Extraordinary General Meeting being convened, NFON AG had issued a total of 15,055,569 no-par value shares, each entitling its holder to one vote.

Data protection notice

If you register for the General Meeting or issue a voting proxy, we will collect personal data on you or your proxy. This is done so that shareholders can exercise their rights at the General Meeting.

NFON AG processes your data as a Controller in accordance with the provisions of the European General Data Protection Regulation (GDPR) and all other relevant laws. Details on how your personal data are handled and your rights under the GDPR can be found online at: <https://corporate.nfon.com/en/investor-relations/annual-general-meeting/>.

NFON AG
The Management Board

Curriculum vitae of the candidates for the Supervisory Board:

Günter Müller

Executive Chairman of ASC Technologies AG, Hösbach, as well as
Managing Director of Milestone Venture Capital GmbH, Hösbach, Germany

Personal data:

Born in: 1949
Nationality: German
Resident in Hösbach

Education:

Apprenticeship as industrial clerk
Subsequent extra-occupational study of business administration

Career history:

Oct. 2010 – today Managing Director of Milestone Venture with sole power of representation Capital GmbH, Hösbach (Family Office of the Müller family)
Apr. 1979 - today Executive Board of ASC Technologies AG with sole power of representation, Hösbach
Jan. 1977 - March 1979 Commercial director of Gasa Produktions GmbH, Hösbach
July 1974 - Dec. 1976 Head of Purchasing at Eisenwerke Kaiserslautern, NL Aschaffenburg
Oct. 1969 - June 1974 Team leader Sales Bosch-Rexroth, Lohr/Main

Memberships in other statutory supervisory boards and comparable domestic and foreign supervisory bodies:

- none

Other key activities and experience:

- October 2, 2009 Award as "Entrepreneur of the Year 2009" (Ernst & Young) for exemplary entrepreneurial commitment, willingness to take risks, courage and sense of responsibility
- With MVC GmbH since 2010 investments in young, promising software companies

Florian Schuhbauer

Founding Partner, Active Ownership Capital S.à r.l.

Personal data:

Born in: 1975
Nationality: German
Resident: Frankfurt/Main

Education:

08/96 - 09/00 Masters in Finance & Business Administration, Frankfurt School of Finance & Management, Frankfurt/Main

Career history:

2014 – today Founding Partner & Managing Director, Active Ownership Advisors GmbH / Active Ownership Capital S.à r.l. / Active Ownership Corporation S.à.r.l., Frankfurt / Grevenmacher, Luxembourg
2014 – 2015 Supervisory Board, SSVL Monaco, Monaco
2010 – 2014 Partner, Triton Partners, Frankfurt
2006 – 2010 Partner, General Capital Group / Active Value Investors AG, Munich / Lachen, Switzerland
2008 – 2010 Non-Executive Director, Skypostal, Inc, Miami, USA
2002 – 2005 Director, Deutsche Post World Net & CFO, DHL Global Mail Inc., Bonn & Fort Lauderdale, USA

1999 – 2002 Director, Newtron AG, Frankfurt
1994 – 1999 Bank Training / Associate Equity Research, Dresdner Bank AG /
Dresdner Kleinwort Benson, Celle, Frankfurt & London, UK

Memberships in other statutory supervisory boards and comparable domestic and foreign supervisory bodies:

- excecet Group SE, Grevenmacher, Luxembourg, Member of the Board of Directors
- PNE AG, Cuxhaven, Germany, Member of the Supervisory Board