

## Power of attorney to a person of your choice

Shareholders may be represented by a proxy-holder with regard to attending the annual general meeting and exercising their voting rights in the annual general meeting. The proxy-holder might be the custodian bank, a shareholder association or any other person of their choice. The issue of proxy rights is permitted both before and during the annual general meeting and may be notified to both the proxy-holder and the Company.

Even in the event that proxy rights are issued, timely registration and provision of evidence entitling the shareholder to attend the annual general meeting and to exercise voting rights pursuant to the provisions as stated in the section “*Conditions for attending the annual general meeting and exercising voting rights*” in the invitation of the Annual General Meeting is required. Should a shareholder issue proxy rights to more than one person, the Company may reject one or more such persons pursuant to Section 134 (3) 2 AktG.

Article 19 paragraph 2 sentence 2 of the Company’s Articles of Association states that the issue of proxy rights, their revocation and the evidence of proxy authorisation provided to the Company require the form specified in the relevant legal provisions. Where neither credit institutions nor shareholder associations nor persons, associations, institutions or companies declared equivalent to such pursuant to Section 135 (8) AktG and Section 135 (10) AktG in conjunction with Section 125 (5) AktG are issued proxy rights, and the issue of proxy rights is not otherwise subject to Section 135 AktG, the proxy rights, their revocation and the evidence of proxy authorisation provided to the Company require the written form accordingly (Section 126b BGB).

Where proxy rights are issued to a credit institution, a shareholder association or persons, associations, institutions or companies declared equivalent to such pursuant to Section 135 AktG, the proxy authorisation must be verifiably recorded by the proxy-holder; the proxy authorisation must be complete and may only contain the declarations related to exercising voting rights. Shareholders who wish to issue proxy rights to a credit institution, a shareholder association or other persons, associations, institutions or companies declared equivalent with such are requested to agree the form of proxy with the prospective proxy-holder. Reference is made to the special procedure defined in Section 135 (1) 5 AktG.

Additional evidence of proxy authorisation is not required if the proxy rights are issued by way of declaration to the Company. If, by contrast, the proxy rights are issued by way of declaration to the proxy-holder, the Company may request evidence of the proxy authorisation, to the extent that Section 135 AktG – notably including the issue of proxy rights to a credit institution or a shareholder association – does not require otherwise. The evidence of proxy authorisation may be provided by the proxy-holder at the meeting venue on the day of the annual general meeting. Furthermore, the evidence of proxy authorisation may also be submitted to the following address, fax number or email address (*e. g. as a pdf file*):

Berentzen-Gruppe Aktiengesellschaft  
c/o Better Orange IR & HV AG  
Haidelweg 48  
81241 Munich  
Germany

**fax:** +49 (0)89 / 8896906-55  
**email:** berentzen@better-orange.de

A form that can be used to issue proxy rights can be found on the reverse of the admission ticket. It can also be used the following form.

### Principal’s details:

Admission ticket No: \_\_\_\_\_

Number of shares: \_\_\_\_\_

Surname of principal: \_\_\_\_\_

Name of principal: \_\_\_\_\_

City of principal: \_\_\_\_\_

### Proxy’s details and authorisation:

I/We herewith authorise, if applicable under revoking my/our former authorisation of a power of attorney,

Surname of proxy: \_\_\_\_\_

Name of proxy: \_\_\_\_\_

City of proxy: \_\_\_\_\_

to represent me/us with disclosure of my/our name at the Annual General Meeting of Berentzen-Gruppe Aktiengesellschaft on May 12, 2016 with the power to delegate the authorisation to another person(s) and to exercise my/our voting rights.

\_\_\_\_\_  
City, Date

\_\_\_\_\_  
Signature(s) of principal(s) or Person making the declaration (legible)

If you have any queries in conjunction with the issue of a power of attorney, contact our hotline on telephone number +49 (0)89 889 690 620, on working days between 09.00 am to 05.00 pm (CEST).