

Proxy and voting instructions to the Company-appointed representatives

Shareholders may also be represented by the Company-appointed representatives who are bound by voting instructions (“Company-appointed representatives”). Timely registration and provision of evidence of entitlement to attend the 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 also required.

To issue a proxy and voting instructions to the Company-appointed representatives, please fill in this form. The proxy rights issued to the Company-appointed representatives complete with the voting instructions must be received at the following address, fax number or email address (e. g. as a pdf file) **by midnight (CEST) on May 21, 2019** at the latest. Additional evidence of the proxy authorisation of the Company-appointed representatives is not required.

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

Proxy (please fill in)

I/We (Surname, name or company of the shareholder): _____
herewith authorise, if applicable under revoking a former authorisation of a proxy, the Company-appointed representatives of Berentzen-Gruppe Aktiengesellschaft, Mr Thomas Wagner and Mr Sandro Friedrich, both employees of Better Orange IR & HV AG, Munich, to represent me/us individually with disclosure of my/our name at the Annual General Meeting of Berentzen-Gruppe Aktiengesellschaft on May 22, 2019 with the power to delegate the authorisation to another person(s) and to exercise my/our vote inherent in the

(Number of shares): _____ shares pursuant to admission ticket No. _____
in accordance with the following **instructions (please complete)**:

- I/We vote in favor of the resolutions proposed by the Company’s Management **for all items** on the agenda as published in the notice of the AGM in the Federal Gazette.
- I/We herewith **instruct the proxies** to vote as follows on the **individual** resolutions proposed by the Company’s Management and published in the notice of the AGM in the Federal Gazette:

Individual voting instructions for agenda item:	YES	NO	ABSTENTION
2. Adoption of a resolution regarding the utilisation of the distributable profit for the 2018 financial year	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. Adoption of a resolution regarding the approval of the actions of the Executive Board in the 2018 financial year	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. Adoption of a resolution regarding the approval of the actions of the Supervisory Board for the 2018 financial year:			
a) Mr Uwe Bergheim	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
b) Mr Gert Purkert	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
c) Mr Frank Schübel	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
d) Mr Johannes C.G. Boot	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
e) Ms Heike Brandt	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
f) Mr Bernhard Düing	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
g) Mr Adolf Fischer	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
h) Mr Prof. Dr. Roland Klose	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
i) Mr Hendrik H. van der Lof	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
j) Mr Daniël M.G. van Vlaardingen	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. Election of the independent auditor of the annual and consolidated financial statements for the 2019 financial year and the auditor for a possible audit review of the abridged financial statements and interim management report in the 2019 financial year and the auditor for a possible audit review of additional information during the year	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. Supervisory Board elections:			
a) Mr Uwe Bergheim	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
b) Mr Hendrik H. van der Lof	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
c) Mr Frank Schübel	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
d) Mr Daniël M.G. van Vlaardingen	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7. Resolution on the amendment of Article 19 of the Articles of Association	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8. Resolution on the creation of new Authorised Capital 2019 in return for contributions in cash and/or in kind with the possibility of disapplying pre-emptive rights and the corresponding amendment to Article 4 (4) of the Articles of Association	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

I/We herewith confirm that I/we have read and accepted the following “**Legal notes concerning the issue of proxy and voting instructions to the Company’s proxies**”.

City Date Signature(s) or Person making the declaration (legible)

If you have any queries, please give me/us a call on: _____

Legal notes concerning the issue of proxy and voting instructions to the Company-appointed representatives

The proxies appointed by the company are obliged to vote on the agenda items exclusively in accordance with the shareholder's explicit instructions on the individual resolutions proposed by the company's management and published in the invitation to the Annual General Meeting in the Federal Gazette (Bundesanzeiger). The proxies appointed by the company do not have any discretionary powers whatsoever when casting their votes.

During the voting procedure, the proxies appointed by the company will, in the following cases, abstain or not participate in the voting: if voting instructions have not been issued or are unclear, when voting on a counter-motion or motion on published agenda items proposed by shareholders, on motions unknown prior to the Annual General Meeting (e.g. procedural motions), and when voting on a resolution proposed by the company's management but diverging from that published in the invitation to the Annual General Meeting in the Federal Gazette. The company's proxies will not accept any powers of attorney for filing objections against Annual General Meeting resolutions, to exercise the right to speak and ask questions or to file motions.

If the proxies appointed by the company receive several proxies with voting instructions from one individual shareholder through different channels (postal mail, e-mail, telefax), the last valid power of attorney received will be considered binding with the corresponding voting instructions. The issue of a proxy and voting instructions to the Company-appointed representatives can be revoked or changed in text form (postal mail, e-mail, telefax) by midnight (CEST) on May 21, 2019. Shareholders or their appointed proxies are entitled to personally attend the Annual General Meeting on May 22, 2019 even after issuing a power of attorney to the proxies appointed by the company. However it is mandatory to revoke the former issued proxy to the Company's proxies in text form. A special form to revoke a former issued proxy to the Company's proxies is available at the registration desks on the site of the AGM and is also available for download from the website www.berentzen-gruppe.de/en/investors/dates/annual-general-meeting/.

In addition, shareholders and their representatives have the opportunity to authorise the Company-appointed representatives to exercise their voting rights in accordance with their instructions during the annual general meeting.

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).