



## Information concerning the authorization of the voting proxy

Shareholders can have their voting rights exercised by a proxy, e.g. a bank or a shareholders' association. Proxy authorizations, the revocation thereof and proof of authorization vis-à-vis the company must be in text form. Granting of a proxy and proof thereof is possible by using the proxy form downloadable from the company's website. A proxy form is also printed on the reverse side of the admission ticket which will be sent to the shareholders pursuant to the registration formalities and deadlines and will also be sent to the shareholders upon their request. Exemptions from the text form requirement may exist for banks, shareholders' associations, or equivalent persons or institutions, c.f. § 135 AktG<sup>1</sup>, § 125 (5) AktG. We therefore ask our shareholders to coordinate with banks, shareholders' associations, or equivalent persons or institutions regarding the proxy forms granted to them.

The company also offers its shareholders to appoint a voting proxy nominated by the company. Proxy authorizations, the revocation thereof and proof of authorization of the voting proxy vis-à-vis the company must be in text form. We ask you to use the downloadable proxy form from the company's website to appoint a voting proxy. Please note that the voting proxies of the company can only vote your shares on agenda items on which you have given voting instructions. The voting proxies are obliged to vote according to the instructions and do not accept power of proxy for filing objections to shareholders' resolutions, exercising the right to speak and ask questions, or for filing motions. The power of attorney to the voting proxies must be received by the company no later than **February 28, 2020 at the close of 6.00 PM CET**, either as a signed original sent to the company's postal address below or by fax or by email as a scanned document to the contact details above

DATAGROUP SE  
Team Hauptversammlung  
Wilhelm-Schickard-Straße 7  
72124 Pliezhausen  
Fax: +49 7127 970 033  
hv@datagroup.de

Subsequent to the deadline mentioned above, shareholders may only give authorizations and instructions to company proxies by filling in the form handed out at the entrance to the Annual General Meeting and returning it at the dedicated counter by the end of the general debate. We would like to point out that proper registration and evidence of share ownership in text form are also required when authorizing someone else. If a shareholder authorizes more than one person, the company may deny entrance to one or more of these persons.

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<sup>1</sup> The applicable provisions for stock corporations having their registered office in Germany, particularly the provisions of the German Commercial Code (Handelsgesetzbuch, HGB) and the Stock Corporation Act (Aktiengesetz, AktG), shall apply to DATAGROUP SE due to the reference provisions of Art. 5, Art. 9 (1) lit. c) ii), Art. 53 as well as Art. 61 of the Council Regulation (EC) No 2157/2001 of October 8, 2001 on the Statute for a European company (SE), unless provided otherwise in more specific provisions of the SE Statute or the German SE Implementation Act (SEAG).



## Proxy and instructions<sup>2</sup>

to the voting proxy appointed by the company for the Annual General Meeting of DATAGROUP SE on March 3, 2020 in Pliezhausen

*Return by mail, fax or email to:*

DATAGROUP SE  
**Team Hauptversammlung**  
Wilhelm-Schickard-Straße 7  
72124 Pliezhausen  
Fax: +49 7127 970-033

- 2 pages in total -

hv@datagroup.de



You must register and submit evidence of your shareholding correctly, even if you appoint a proxy.

### 1. Proxy

I/We \_\_\_\_\_ (name(s) of the principle(s),

residing in \_\_\_\_\_ (address, ZIP and residence),

hereby authorize Dr Sabine Laukemann, employee of DATAGROUP SE, Pliezhausen, as my/our proxy representative at the DATAGROUP SE AGM, with the right to disclosing my/our name(s) and subdelegate, to represent me/us at the Annual General Meeting of DATAGROUP SE in Pliezhausen on March 3, 2020, and to exercise the voting right for \_\_\_\_\_ unit shares, admission ticket no. \_\_\_\_\_, on my/our behalf in accordance with my/our instruction as set out below/overleaf.

### 2. Instructions

- I/We agree with all the resolutions proposed by the Board.**  
(If you check this box, no further instructions are necessary.)
- I/We would like to give the following **individual instruction:**  
(Please do not check more than one box for each item on the agenda. To the extent there is no express and unambiguous instruction for an item on the agenda, the proxy representatives will either abstain from voting or not participate in the vote on the respective voting matter, depending on the voting procedure.)

<sup>2</sup> Please note that this form for proxy and Instructions must be received no later than February 28, 2020 by 6.00 PM to effectively appoint and instruct voting proxies. Subsequent to the deadline mentioned above, shareholders may only give authorizations and instructions to company proxies by filling in the form handed out at the entrance to the Annual General Meeting and returning it at the dedicated counter by the end of the general debate.



**PLEASE ENTER YOUR INSTRUCTIONS IN THE TABLE BELOW.**

## Proxy and instruction form (2. Instructions)

for the Annual General Meeting of DATAGROUP SE in Pliezhausen on March 3, 2020

<b>Agenda Items</b> (For full text, please see German Federal Gazette ( <i>Bundesanzeiger</i> ) on January 24, 2020)	<b>YES</b> (instruction in favor of management)	<b>NO</b> (instruction against the proposal of management)	<b>ABSTAIN</b> (instruction to abstain from voting)
1. Presentation Consolidated Financial Statements	No resolution	No resolution	No resolution
2. Appropriation of net income	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. Ratification of the acts of the Management Board	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. Ratification of the acts of the Supervisory Board	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. Appointment of the auditors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The company's proxy representative is obliged to vote according to the instructions of the shareholder(s). The proxy representative will either abstain from voting or not participate in the vote, especially with regard to shareholders' counter-motions, election proposals or motions on matters of the agenda submitted during the Annual General Meeting, depending on the voting procedure.

I/We have read and understood the notes regarding the authorization of the voting proxy.

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Place, date, signature(s) or person making this appointment (principal) in the sense of § 126b BGB (legibly) Phone number for queries