

# CECONOMY

General Meeting of CECONOMY AG on 12 February 2020

## PROXY AND INSTRUCTIONS TO THE PROXIES NOMINATED BY THE COMPANY

Note: Preference shareholders are also entitled to vote at this General Meeting.

CECONOMY AG  
Group Corporate Legal  
Kaistraße 3  
40221 Düsseldorf  
or by fax to: +49 (0)211 5408-7005  
or by e-mail to: hv2020@ceconomy.de

### Proxy Voting

If you wish to authorise the proxies nominated by the Company at the above mentioned address, by fax or by e-mail, proxies and instructions may be granted in text form

- until Tuesday, 11 February 2020, 12:00 CET, at the above mentioned address or
- until Wednesday, 12 February 2020, 12:00 CET, by fax or by e-mail at the above mentioned fax number or the above mentioned e-mail address.

In each case, receipt by the Company will be relevant.

For this purpose, please use this form and enclose the entry ticket(s) received from your depository institution(s).

Proxy

I/We

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(First name, surname and/or company name)

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(Street name and street number and/or P.O. box)

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(Postcode and town)

authorise

the proxies nominated by the Company, Mr. Peter Hölzl Schömann, Mrs. Vera Thiemann, Mr. Fabian Vorländer – each of them individually and with the right to delegate authority –,

to represent me/us – under disclosure of my/our name(s) or of the company name – at the Annual General Meeting of CECONOMY AG, Düsseldorf, on 12 February 2020

and to exercise the voting right for \_\_\_\_\_ (no. of share(s)) ordinary/preference bearer share(s),

for which the entry ticket with the no. \_\_\_\_\_ (please indicate if possible) has been issued

in accordance with the instructions on the next page.

## Instructions

### Please note:

To issue an instruction, please check the Yes box or the No box for the relevant subject matter of the ballot. If you wish to refrain from voting with regard to a subject matter of the ballot, please do not check any box for this subject matter of the ballot.

The proxies nominated by the Company will exercise the voting right only on the basis of express and unambiguous instructions. Therefore, the shareholders have to issue express and unambiguous instructions in respect of the items of the agenda with regard to which they wish the voting right to be exercised. The proxies nominated by the Company are obliged to vote in accordance with the instructions given to them. In the event that beyond to the individual approval of the actions of the members of the Management Board individual ballots are conducted in respect of an item of the agenda, any instruction issued in this regard will apply accordingly in respect of each individual sub-item. To the extent that no express and unambiguous instruction was given, the proxies nominated by the Company will refrain from voting with regard to the respective subject matter of the ballot.

The proxies nominated by the Company do not accept any instructions to submit a request to address the General Meeting, to record objections to General Meeting resolutions or to ask questions or table motions. They are available only to vote on such resolution proposals of the Management Board, of the Supervisory Board or of shareholders that were published together with the calling of the General Meeting or later pursuant to § 124 (1) or (3) German Stock Corporation Act.

All other permitted modes of attendance and representation, in particular attendance in person or attendance through a proxy will, of course, not be affected by this offer to exercise voting rights through the proxies nominated by the Company.

Agenda Items*	Yes	No
2. Formal approval of the actions of the members of the Management Board for the 2018/19 financial year		
Formal approval of the actions Dr. Düttmann	<input type="checkbox"/>	<input type="checkbox"/>
Formal approval of the actions Sonnenmoser	<input type="checkbox"/>	<input type="checkbox"/>
Formal approval of the actions Werner	<input type="checkbox"/>	<input type="checkbox"/>
Formal approval of the actions Dr. Haag Molkenteller	<input type="checkbox"/>	<input type="checkbox"/>
Formal approval of the actions Frese	<input type="checkbox"/>	<input type="checkbox"/>
Formal approval of the actions Haas	<input type="checkbox"/>	<input type="checkbox"/>
3. Formal approval of the actions of the members of the Supervisory Board for the 2018/19 financial year	<input type="checkbox"/>	<input type="checkbox"/>
4. Election of the auditor and the Group auditor for the 2019/20 financial year and of the auditor for the review of the abbreviated financial statements and the interim management report for the first half of the 2019/20 financial year	<input type="checkbox"/>	<input type="checkbox"/>
5. Election for the Supervisory Board		
Christoph Vilanek	<input type="checkbox"/>	<input type="checkbox"/>
6. Amendment of § 16 (2) of the Articles of Association (Right to Attend)	<input type="checkbox"/>	<input type="checkbox"/>

\* Resolution proposals of the administration pursuant to the agenda published in the Federal Gazette on 19 December 2019. Agenda item 1 does not require a resolution.

\_\_\_\_\_  
Place / Date

\_\_\_\_\_  
Completion of the declaration

(voluntary, e.g. by signature, facsimile signature or otherwise identified)