

# CECONOMY

General Meeting of CECONOMY AG on 13 February 2019

## INFORMATION REGARDING PROXY VOTING THROUGH THE PROXIES NOMINATED BY THE COMPANY

Dear Shareholders,

on the occasion of the General Meeting of CECONOMY AG on 13 February 2019, we are offering CECONOMY AG shareholders who are entitled to vote the chance to vote by proxy through the proxies nominated by the Company. Notwithstanding the possibility to grant voting rights to, e.g., banks or shareholders' associations, this service allows you to authorise the proxies nominated by the Company and to issue instructions for exercising your voting rights in the General Meeting to them, without the necessity to be present at the location of the General Meeting in person. 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.

Please note that holders of preference shares are not entitled to vote in the General Meeting on 13 February 2019. Therefore, the following explanations regarding proxy voting through the proxies nominated by the Company only apply to holders of ordinary shares.

1. Authorisation of the proxies nominated by the Company through the web-based proxy and instruction system

Proxies and instructions to the proxies nominated by the Company may be granted, changed or revoked

as from Wednesday, 23 January 2019, 0:00 CET, until Wednesday, 13 February 2019, 12:00 CET,

through the web-based proxy and instruction system at [www.ceconomy.de/general-meeting](http://www.ceconomy.de/general-meeting). In each case, receipt by the Company will be relevant.

For the access to the web-based proxy and instruction system, the entry ticket number will be required. Please order your entry ticket(s) from your depository institution(s) in a timely manner.

To issue an instruction, please click Yes or No 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 click neither Yes nor No for this subject matter of the ballot.

## 2. Authorisation of the proxies nominated by the Company in another manner

Proxies and instructions to the proxies nominated by the Company also may be granted, changed or revoked in text form

- until Tuesday, 12 February 2019, 12:00 CET, at the address

CECONOMY AG  
Group Corporate Legal  
Benrather Straße 18-20  
40213 Düsseldorf

or

- until Wednesday, 13 February 2019, 12:00 CET,

by fax at: +49 (0)211 5408-7005

by e-mail at: hv2019@ceconomy.de.

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

The respective forms may also be requested at the above address, fax number or e-mail address. The forms may also be downloaded on the Internet at [www.ceconomy.de/general-meeting](http://www.ceconomy.de/general-meeting).

If you wish to authorise the proxies nominated by the Company at the above mentioned address, by fax or by e-mail, please use the form provided for proxy and instructions to the proxies nominated by the Company and please enclose the entry ticket(s) received from your depository institution(s). Please order your entry ticket(s) from your depository institution(s) in a timely manner.

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.

## 3. Authorisation of the proxies nominated by the Company at the entrance and exit control during the General Meeting

Besides, during the General Meeting, proxies and instructions to the proxies nominated by the Company may be granted, changed or revoked at the entrance and exit control until the end of the general debate.

#### 4. General notes regarding proxy voting through the proxies nominated by the Company

Even in case of authorisation of proxies nominated by the Company, a timely registration of the shareholder for the General Meeting and a timely provision of the proof of share ownership of the shareholder in accordance with the provisions described in the invitation to the General Meeting of CECONOMY AG on 13 February 2019 (cf. ATTENDANCE AT THE GENERAL MEETING AND EXERCISE OF VOTING RIGHTS) are required.

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.