

# CECONOMY

General Meeting of CECONOMY AG on 14 February 2024

## POWER OF ATTORNEY AND INSTRUCTIONS TO THE PROXIES NOMINATED BY THE COMPANY

CECONOMY AG  
c/o Computershare Operations Center  
80249 München  
or by e-mail to: anmeldestelle@computershare.de

### Proxy Voting

*If you wish to authorise the proxies nominated by the Company, powers of attorney and instructions may be issued in text form by mail or e-mail until **Tuesday, 13 February 2024, 18:00 CET**, using the above contact details. The time of receipt by the Company will be relevant in each case. During the General Meeting, proxies and instructions to the proxies nominated by the Company may also be granted, changed or revoked at the entrance and exit control until the end of the general debate.*

***If you use this form, please enclose the admission ticket(s) received from your depository institution(s).***

### Power of Attorney

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 city)

hereby authorise

the proxies nominated by the Company, Ms. Petra Claus, Ms. Hermine Grübling and Mr. Michael Keck – 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 on 14 February 2024

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

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

in accordance with the instructions on the following pages.

## 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 – in addition to granting powers of attorney – 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. Should an individual vote be held on an agenda item instead of a collective vote, without this having been communicated in advance of the General Meeting, the instruction given on this agenda item will apply accordingly to each item of the individual vote. 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 lodge an objection to General Meeting resolutions or to ask questions or table motions. The possibility of shareholders to exercise their shareholder rights themselves is, of course, not affected by this offer to exercise voting rights through the proxies nominated by the Company.

Any countermotions and election proposals from shareholders regarding the agenda that are to be made accessible and are received by 30 January 2024, 24:00 hours (CET) will be published on the internet at [www.ceconomy.de/general-meeting](http://www.ceconomy.de/general-meeting). You can join a countermotion aimed exclusively at rejecting a proposed resolution by voting against the management proposal. In the absence of voting instructions, the proxies nominated by the Company cannot vote on more far-reaching motions, such as substantive countermotions or procedural motions. In this case, the proxies nominated by the Company will abstain from voting.

Agenda Items*	Yes	No
2. Appropriation of balance sheet profits	<input type="checkbox"/>	<input type="checkbox"/>
3. Formal approval of the actions of the members of the Management Board for the 2022/23 financial year	<input type="checkbox"/>	<input type="checkbox"/>
4. Formal approval of the actions of the members of the Supervisory Board for the 2022/23 financial year	<input type="checkbox"/>	<input type="checkbox"/>
5. Election of the auditor and the Group auditor for the 2023/24 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 2023/24 financial year	<input type="checkbox"/>	<input type="checkbox"/>
6. Elections to the Supervisory Board		
6.1 Mr. Thomas Dannenfeldt	<input type="checkbox"/>	<input type="checkbox"/>
6.2 Ms. Karin Dohm	<input type="checkbox"/>	<input type="checkbox"/>
6.3 Ms. Sabine Eckhardt	<input type="checkbox"/>	<input type="checkbox"/>
6.4 Ms. Birgit Kretschmer	<input type="checkbox"/>	<input type="checkbox"/>
7. Approval of the Remuneration Report for the 2022/23 financial year	<input type="checkbox"/>	<input type="checkbox"/>
8. Amendment of the provision in the Articles of Association on the right to attend the General Meeting	<input type="checkbox"/>	<input type="checkbox"/>

\* Resolution proposals of the administration pursuant to the agenda published in the Federal Gazette on 3 January 2024. Agenda item 1 does not require a resolution.

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**Counter motions and election proposals from shareholders**

<b>Election proposals A – C for Item 6 – Election proposals from shareholder Hans Oswald</b>		<b>Ja</b>	<b>Nein</b>
A	Election proposal for Item 6 – Prof. Dr. Hans-Jochen Schneider	<input type="checkbox"/>	<input type="checkbox"/>
B	Election proposal for Item 6 – Dr. rer. oec. Barbara Grimberg	<input type="checkbox"/>	<input type="checkbox"/>
C	Election proposal for Item 6 – Ralf Schirmmacher	<input type="checkbox"/>	<input type="checkbox"/>

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Place / Date

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Completion of the declaration

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